

# **THE CONSTITUTION OF THE BRITISH-ALBANIAN LAWYERS ASSOCIATION**

- 1** The name of the Association is “THE BRITISH-ALBANIAN LAWYERS ASSOCIATION”.
- 2** The official language of the Association shall be English.
  - 2.1** The Albanian language may be used for the purposes of oral presentations and during meetings provided everyone present understands Albanian and agrees to the use of the Albanian language.
  - 2.2** The minutes of meetings and all other official documents, including the website of the Association, shall be in English, although where possible and provided resources are available, these documents, including the website, shall be translated into Albanian.
  - 2.3** The Association shall conduct its correspondence in English, however, if the persons corresponding with the Association can only correspond effectively in Albanian the correspondence may be conducted in the Albanian language.
- 3** The objectives for which the Association is established are as follows:
  - 3.1** to promote fellowship and good understanding and improve relations between the legal professions in the United Kingdom, Albania and Kosovo;
  - 3.2** to develop and strengthen legal, business and cultural links between lawyers in the United Kingdom, Albania and Kosovo and to support the role of lawyers and the law;
  - 3.3** to promote and facilitate the study of and joint professional qualification in English, Albanian and Kosovan law;
  - 3.4** to promote and organise social and professional events, joint seminars and congresses of Albanian, Kosovan and United Kingdom lawyers on matters of common interest;
  - 3.5** to create a directory for business networking and to exchange information and ideas in relation to professional training, access to justice and other legal topics; and

- 3.6** to do all things necessary in accordance with the law and incidental to these objectives, to co-operate with other Albanian, Kosovan or British Associations for the furtherance of these objectives.

## **MEMBERSHIP**

- 4** The Association shall be composed of Ordinary Members, Associate Members and Honorary Members.

### **4.1 Ordinary Members**

The following shall be eligible for membership as Ordinary Members:

**4.1.1 Individual Ordinary Members:** Members of any branch of the legal profession in the United Kingdom, Albania or Kosovo, including members of the judiciary, solicitors and barristers, and trainee solicitors, trainee legal executives, pupil barristers and their equivalent by any other name; law lecturers in the United Kingdom and persons having the equivalent status or qualification in Albania and Kosovo; for this purpose members shall include former members and lecturers shall include former lecturers;

**4.1.2 Corporate Ordinary Members:** Corporations, law firms, sets of chambers and other organisations and institutions in the United Kingdom, Albania or Kosovo who have an interest in the objectives of the Association.

### **4.2 Associate Members**

The following shall be eligible for membership as Associate Members:

**4.2.1** Current undergraduate, graduate and postgraduate students of law at a university in the United Kingdom, Albania or Kosovo;

**4.2.2** Corporations, firms, sets of chambers and other organisations outside of the United Kingdom, Albania or Kosovo;

**4.2.3** Individuals, law students and lawyers qualified in jurisdictions other than any part of the United Kingdom, Albania or Kosovo who are members of a corresponding law association nominated by the Committee and who have an interest in the objectives of the Association.

**4.2.4** Associate Members shall not have any voting rights. Associate Members shall pay a reduced rate of subscription.

### **4.3 Honorary Members and Patrons**

Honorary Members and Patrons may be appointed by the Committee at a General Meeting. Honorary members and Patrons can be lawyers or non-lawyers and they shall be considered individual members in all respects, save that they shall not be required to pay any Annual subscription.

## **ACQUISITION AND LOSS OF MEMBERSHIP**

### **5 Applications for membership of the Association:**

**5.1** shall be made in writing to the Membership Secretary of the Association and signed by the applicant;

**5.2** shall contain full and proper details relating to the application and the subscription properly payable;

**5.3** shall be submitted to the Committee for approval; and

**5.4** may be approved or rejected by the Committee in its absolute discretion.

### **6 Membership shall be terminated by notice in writing from the member, by expulsion, by death or by ceasing to be qualified for membership.**

### **7 Notice of termination shall take effect at the end of the calendar month during which such notice has been given to the Membership Secretary.**

### **8 A member can be expelled by the Committee:**

**8.1** for conduct that is dishonourable, unprofessional or otherwise incompatible with membership of the Association; or

**8.2** for failure to pay the Annual subscription.

**8.3** The member concerned is entitled to appeal against expulsion to a General Meeting, which may uphold or quash the decision of the Committee by a simple majority.

## **MEMBERSHIP SUBSCRIPTION**

### **9.1 The Annual subscriptions shall be as follows:**

**9.1.1 Ordinary individual members:** £50

**9.1.2 Corporate ordinary members** £100

**9.1.3 Appearance in website lawyer directory:** £50

**9.1.4 Associate members:** students £10; others £50

**9.2** The Committee shall be entitled to vary the amount of the Annual subscription from time to time or waive it altogether in special circumstances.

## **OFFICERS**

**10** There shall be the following officers of the Association:

**10.1** Chair

**10.2** Secretary

**10.3** Membership Officer

**10.4** Treasurer

**10.5** Liaison Officer

**10.6** Advisor

**11** The officers of the Association shall be members of the Committee. Officers shall be elected by the Committee by simple majority.

**12** The roles and duties of each member of the Committee and any Sub-Committee shall be approved and reviewed by the Committee from time to time.

## **EXECUTIVE COMMITTEE**

**13** Subject to the provisions of this Constitution, the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee ('the Committee').

**14** The Committee shall consist of not more than 12 ordinary members of the Association elected at an Annual General Meeting by simple majority of the members present, who shall hold office from the conclusion of that meeting and not more than four further persons co-opted by the Committee (if any).

**15** Not more than three persons who are employees, officers, members or associated with the same company, firm or partnership shall be members of the Committee at any one time.

**16** The Committee may elect from among themselves one or more Vice-Chairs and/ or Assistant Secretaries. The Committee may also elect an Honorary President and one or more Honorary Vice-Presidents, who shall be additional members of the Committee.

**17** The Committee may co-opt any member to fill a casual vacancy and in addition may co-opt not more than four additional members, but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Committee would be co-opted members. Each appointment of a co-opted member shall be made at a Special Meeting of the Committee called under clauses 36 and 37 below 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.

**18** All the members of the Committee, other than the Honorary President and any Honorary Vice-Presidents and Patrons, shall retire from office together at the end of the Annual General Meeting next 3 years after the date on which they came into office, but they may be re-elected or re-appointed.

**19** The proceedings of the 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.

**20** Each corporate member and academic member shall appoint up to five individuals to represent it and to vote on its behalf at meetings of the Association and may appoint an alternate to replace any appointed representative at any meeting of the Association if that appointed representative is unable to attend. Each corporate member and academic member shall notify the names of the representatives appointed by it and of any alternate to the Secretary. If any representative or alternate resigns from or otherwise leaves the corporate member or academic member, he or she shall forthwith cease to be a representative of that member.

## **TERMINATION OF MEMBERSHIP OF THE COMMITTEE**

**21** A member of the Committee shall cease to hold office if he or she:

**21.1** becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

**21.2** is absent without the permission of the Committee from all its meetings held within a period of one year and the Committee resolves by simple majority that his or her office be vacated;

**21.3** notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

## **MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

**22** The Committee shall hold at least three Ordinary Meetings each year.

**23** A Special Meeting may be called at any time by the Chair, or by any two members of the Committee, upon not less than seven days' notice being given to the other members of the Committee of the matters to be discussed.

**24** The Chair or, in his or her absence, any Vice-Chair, shall act as Chair at meetings of the Committee. If the Chair and any Vice-Chair are absent from a meeting, the members of the Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.

**25** There shall be a quorum when at least one-third of the number of members of the Committee for the time being or four members of the Committee, whichever is the greater, are present at a meeting.

**26** Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.

**27** The Committee shall keep minutes, in books and/ or computer devices, kept for the purpose, of the proceedings at meetings of the Committee and any Sub-Committee.

**28** The 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.

## **RECEIPTS AND EXPENDITURE**

**29** The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide. The Committee shall from time to time determine the person or persons authorised to make payments from the account. The funds belonging to the Association shall be applied only in furthering its objectives.

## **ANNUAL GENERAL MEETING**

**30** The Association shall hold an Annual General Meeting once in every calendar year. Every Annual General Meeting shall be called by the Committee.

**31** The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and, subject to the provisions of this Constitution, vote at the Annual General Meeting.

**32** The Chair of the Committee or, in his or her absence, any Vice-Chair shall be the Chair of the Annual General meeting. If neither the Chair nor any Vice-Chair is present, before any other business is transacted, the persons present shall appoint a Chair of the Annual General Meeting.

**33** The Committee shall present to each Annual General Meeting the Chair's report on the activities of the Association during the preceding year and the report and accounts of the Association for the preceding year.

**34** Nominations for election to the Committee must be made by members of the Association in writing and must be in the hands of the Secretary of the Association at least forty-eight hours before the Annual General Meeting, provided that the Chair may in his or her discretion permit nominations to be made on short notice. Should nominations exceed vacancies, election shall be by ballot.

**35** Any member wishing to raise any other business at the Annual General Meeting shall give written notice in writing of such other business to the Secretary not less than fourteen days before the date of the meeting, provided that the Chair may in his discretion permit other business to be raised on short notice.

### **SPECIAL GENERAL MEETINGS**

**36** The Committee may call a Special General Meeting of the Association 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.

**37** At least twenty-one days' notice must be given. The notice must state the business to be discussed.

### **PROCEDURE AT GENERAL MEETINGS**

**38** The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Association.

**39** There shall be a quorum when at least one-tenth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any General Meeting.

**40** Every individual member shall have one vote, and the appointed representatives of each corporate member and each academic member shall have one vote each (up to a maximum of five for each corporate member or academic member).

## **NOTICES**

**41** Any notice required to be served on any member of the Association shall be in writing or, if the member has notified the Association of an address or number for the purpose of receiving electronic communications, may be given by electronic communication. The notice shall be served by the Secretary or the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom or, in the case of an electronic communication, to any number or address notified as aforesaid for such purpose. Any letter sent by post shall be deemed to have been received within seven days of posting and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. 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.

## **AMENDMENTS TO THE CONSTITUTION**

**42** Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by a simple majority 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.

## **DISSOLUTION**

**43** If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than twenty-one 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 those present and voting the Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objectives similar to the objectives of the Association as the members of the Association may determine.