

IN-HOUSE LAWYERS' ASSOCIATION CONSTITUTION

Definitions

- 'Board'** means the executive board of IHLA
- 'IHLA'** means the In-House Lawyers' Association, an unincorporated association
- 'Sector'** means all in-house lawyers in the public (including local and central government), private and charitable sectors and other individuals who work in some kind of in-house legal capacity

OBJECT

1. The primary object of IHLA is to advocate and represent the interests of members of the Sector by organising services, conferences, seminars and social, networking and professional events and by providing guidance on regulatory issues relevant to its members' needs.

MEMBERS

2. All members of the Sector are entitled to become full members of IHLA. Subject to compliance with any reasonable formalities, full membership of IHLA shall be granted to any applicant who is a member of the Sector. Save where an individual has previously had membership withdrawn in accordance with paragraph 4 below, IHLA may not refuse an application for membership from a member of the Sector.

3. Full membership of IHLA must be renewed at least once every five years and may involve the payment of an annual or other periodic subscription fee.

4. Any full member of IHLA may at any time resign from membership but full membership may only be withdrawn by decision of the Board on one of the following grounds:

- A member's dishonourable or unprofessional conduct
- A member ceasing to be a member of the Sector
- A member's failure to pay a subscription fee

5. Every full member is entitled to one vote each in person at General Meetings, at any other resolution or decision taken by the membership and at any election by the membership to the Board.

6. Every full member is entitled to stand in any election in which he or she is entitled to vote and may be required to be nominated for such purpose by no more than four other full members.

GENERAL MEETINGS

7. IHLA shall have an Annual General Meeting of the membership each year whose business shall include:

- The reception of a report from the Board on IHLA's activities during the year
- The approval of IHLA's annual accounts (if any)
- Such other items as the Board shall determine

8. Any full member intending to raise any matter at an Annual General Meeting shall submit notice in writing to the Board not later one calendar month before the date of the meeting.

9. Any 25 or more full members or 10% of the full membership (whichever is the higher) may by not less than two months' notice to the Board call an Extraordinary or Special General Meeting.

10. The quorum for General Meetings shall be no less than 25 full members or 10% of the full membership (whichever is the lower). Any inquorate General Meeting properly called will constitute a valid meeting for the purpose of satisfying paragraph 7 above.

11. Notices convening General Meetings shall be sent out to the full membership not less than 21 days in advance and shall contain an agenda of the business to be transacted at the meeting being convened.

12. The business of General Meetings shall be transacted in accordance with the normal rules of debate by resolutions put to the meeting and shall be minuted.

THE BOARD

13. The administration and management of IHLA shall be the responsibility of the Board which in its sole discretion shall be able to delegate specific powers to officers of the Board, employed members of staff or other third parties.

14. The Board shall comprise at least four officers who unless otherwise agreed by the Board shall have the following responsibilities:

- **Chairman** – keeping IHLA's accounts (if any), representing the interests of members to the Law Society, the government and other regulators, electoral functions, pastoral care and all other activities and functions of IHLA that are not the responsibility of another officer
- **Membership Director** – managing IHLA's existing membership and recruiting new members
- **Services Director** – member services
- **Events Director** – conferences, seminars and other social, networking and professional events

15. New officers of the Board may be appointed by unanimous decision of the Board.

16. Officers of the Board must stand for re-election at least once every three years.

17. Any officer of the Board may at any time resign from the Board but an officer may only be removed by resolution of the Board in a meeting decided by a three quarters majority of those present at the meeting and eligible to vote and decided on one of the following grounds:

- dishonourable or unprofessional conduct
- abstaining without the consent of the Board from attending three consecutive Board meetings
- death or incapacity

18. The Chairman shall have the power to appoint an acting officer of the Board until an appointment is made under paragraph 15.

19. An officer of the Board shall not be entitled to vote on a resolution if his or her office is to be vacated during the course of the meeting.

20. The Chair shall maintain an up to date list of officers of the Board and shall circulate copies of such list to all officers of the Board within seven days after the date of every update.

BOARD MEETINGS

21. The Chairman shall procure that written notice of every Board meeting be served on all officers of the Board not less than two weeks in advance of the date of such meeting. There shall be no less than four Board meetings in each calendar year.

22. An officer intending to raise any matter at a Board meeting shall submit notice in writing to the Chairman not later one week before the date of the meeting, provided that at the discretion of the Chairman, a matter may be raised at a Board meeting without such notice having been given.

23. The chair at a Board meeting shall be taken by the Chairman failing whom such member of the Board as those officers present at the Board Meeting shall by resolution determine.

24. The quorum for Board meetings shall be no less than two officers of the Board.

25. Subject to any contrary provisions, all matters raised at a Board meeting shall be decided by a majority of those present at the meeting and eligible to vote.

26. The acting chair at a Board meeting shall have a second or casting vote.

27. The acting chair shall have discretion to regulate the proceedings at a Board meeting and the acting chair's decision shall be final.

BOARD DECISIONS

28. The Board shall have power to make decisions on all matters affecting IHLA.

29. The Chairman shall maintain a written record of all Board decisions and shall circulate copies of such record to all members of the Board within two weeks after the date of the meeting.

DELEGATED POWERS

30. Individual officers, employed members of staff and such other third parties as are given delegated powers pursuant to Board decisions shall be allowed to exercise those powers without interference from individual officers of the Board. If a disagreement as to the exercise of any delegated powers cannot be resolved through discussion between the parties, the matter shall be determined by the Chairman.

VARIATION OF CONSTITUTION

31. Any variation to or amendment of this Constitution or the imposition or variation of a subscription fee shall be only be valid if determined by a resolution passed at a General Meeting.

WINDING UP

32. If IHLA is dissolved or wound up the assets (if any) remaining after provision has been made for all its liabilities must be applied:

- by transfer to one or more other bodies established for purposes the same as or similar to the object described in paragraph 1 above; or
- for charitable purposes generally