

ART LAWYERS ASSOCIATION

CONSTITUTION

I. Name

The name of the Association is the Art Lawyers Association

2. Objects and Powers

- (a) The Association is established for the benefits of its members and its Objects are the following:
- i) The promotion of the practice and/or study of law pertaining to art, antiquities and cultural property
 - ii) The creation and facilitation of an international network of persons specialising in the practice and/or study of law pertaining to art, antiquities and cultural property
 - iii) The provision of a forum for the exchange of information, ideas and research amongst the members of the Association
 - iv) Liaison with other associations and sectors (including governmental, business and finance communities) for the promotion of the Association
- (b) In furtherance of the Objects, the Association may:
- i) Promote and carry out research and publish or disseminate the results to the members or any wider audience as the Association sees fit
 - ii) Arrange and provide for meetings, lectures, seminars and training courses, as well as social events
 - iii) Co-operate with other bodies and associations
 - iv) Open and operate a bank account
 - v) Raise funds (but not by means of any trading activities) and invite and receive contributions from any person or persons
 - vi) Deploy these funds as thought fit, including but not limited to:
 - i. Arranging and hosting educational and social events
 - ii. Employing and paying any person or persons to further the work of the Association
 - iii. Taking out insurance policies for the benefit and protection of the Association
 - iv. Holding funds in reserve for special purposes or as reserves against debts, liabilities or expenditure (whether present or future, known or unknown, actual or contingent)
 - vii) Acquire any property and any rights and privileges as may be necessary for the promotion of the Objects
 - viii) Host and maintain a website
 - ix) Undertake such other activities as are desirable for the attainment and promotion of the Objects

3. Membership

- (a) Membership of the Association shall be open to the following:
- i) For full membership: practising lawyers or academics in any jurisdiction who have an established and recognised track record in the practice and/or study of law pertaining to art, antiquities and cultural property ("**Full Members**")
 - ii) For associate membership: practising lawyers or academics in any jurisdiction who are starting out in the practice and/or study of law pertaining to art, antiquities and cultural property, or have a part practice in this specialism ("**Associate Members**")

- iii) For student membership: students or academics with an interest in law pertaining to art, antiquities and cultural property ("**Student Members**") and such other categories of membership as the Committee shall at its discretion create
- (b) Members of the Association must be (and remain) a fit and proper person for membership of the Association
- (c) Membership of the Association does not constitute an endorsement, approval or recommendation of the services, capability or character of members
- (d) Any person may become a member of the Association upon meeting the following criteria:
 - i) completing the relevant application form which is available on ALA's website OR nomination by a current member of the Association to the Membership Officer in writing; and
 - ii) fulfilling the requirements of clause 3(a), as applicable, and of clause 3(b), to the satisfaction of the Committee; and
 - iii) for Full Membership, also achieving a simple majority of votes by the Committee in favour of that person becoming a member, which vote can take place by email; and
 - iv) paying the relevant annual subscription fee
- (e) The Committee may reject any application for membership without providing a reason for its decision
- (f) A member of the Association shall cease to be a member in any of the following circumstances:
 - i) on ceasing to meet the description set out in clause 3(a) or clause 3(b)
 - ii) on failing to pay the annual subscription fee when due
 - iii) on giving written notice to the Membership Officer of resignation
 - iv) on expulsion by the Committee as provided for in clause 9
- (g) The Membership Officer shall maintain a register of members of the Association, which shall be open to any member of the Association for inspection on reasonable notice

4. The Committee

- (a) The management of the Association shall be conducted by a Committee which shall consist of the Chairman, Vice-Chairman, Treasurer, Events & Social Officer, PR & Social Media Officer, Education Officer, Podcasts Officer, Membership Officer, Ethics & Compliance Officer and Committee Secretary (the "**Officers**") and such non portfolio members as the Committee shall at its discretion appoint whose role is to assist the Officers
- (b) The Committee shall at its discretion appoint such other Officers or non portfolio roles as it sees fit and it may appoint more than one member to a particular role
- (c) The Committee shall seek to ensure that a variety of professional backgrounds are represented in the Officer roles and, so far as possible, shall endeavour always to include amongst the Officers at least one solicitor in private practice, one in-house legal practitioner/counsel, one barrister, one auction house professional, and one academic
- (d) Nominations for membership of the Committee shall be:
 - i) by recommendation of a current member of the Committee; or
 - ii) in writing by Full Members wishing to nominate themselves

- (e) Nominations for membership of the Committee shall be provided to the Membership Officer by three weeks before the AGM or such other shorter time as the Committee shall determine (the "**Nomination Deadline**") and communicate to the Association's Full Members
- (f) The Membership Officer shall inform the Committee of the nominations
- (g) Unless the Committee directs otherwise, all nominees shall submit a short statement of their reasons for wishing to join the Committee, to be provided at an established date prior to the election
- (h) The Committee shall appoint the following by secret ballot at an annual election meeting of the Committee to be held after the Nomination Deadline but before the AGM:
 - i) Any new Committee members; and
 - ii) the Officers from among the Committee members
- (i) In the event of there being only the number of nominations necessary to fill prospective vacancies, then those nominated will automatically be elected without a vote
- (j) All members of the Committee shall be elected for a term of one year and they can remain a Committee member for up to six consecutive years
- (k) Each Committee member shall determine individually whether they are to continue upon the Committee in the following year
- (l) No person may hold of the post of Chair, Vice-Chair, Treasurer, Events & Social Officer, PR & Social Media Officer, Education Officer, Podcasts Officer, Membership Officer, Ethics & Compliance Officer or Committee Secretary, or such other Officer roles as the Committee may appoint, for more than two consecutive years
- (m) No more than two Committee members shall belong to the same firm, company or like body, save by a minimum 75% majority vote by the Committee
- (n) The prospective committee shall be announced by the Committee to the AGM
- (o) Where a vacancy occurs among the elected members of the Committee (including among the Officers), the Committee may fill the vacancy as it wishes from among the other Committee members or from the Association's members. In such cases the person appointed to fill the vacancy will hold office until the next annual election meeting of the Committee
- (p) The Committee shall meet at least 4 times a year on reasonable notice of at least 21 days being given by the Chairman to all members of the Committee and the quorum for any committee meeting shall be 5, including at least three Officers
- (q) Three or more Officers of the Committee may summon a special meeting of the Committee for the purpose of dealing with any matter requiring urgent attention
- (r) No business shall be transacted at a Committee meeting unless the quorum is present in person and/or present remotely at the time when the meeting proceeds to business. If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting should be adjourned to a date to be determined by the Chairman
- (s) Remote attendance shall include attendance via phone or internet

- (t) The Agenda for any Committee meeting shall be prepared by the Chairman with assistance as required from the Committee Secretary. The Chairman may however, at their discretion, permit new business to be proposed without prior notice under "Any Other Business"
- (u) The Chairman shall preside at all meetings of the Committee unless a simple majority of Committee members resolve otherwise, or unless the Chairman is unable to attend
- (v) Subject to paragraph 4(h) and paragraph 9, voting at Committee meetings shall be by a show of hands unless a poll is requested by at least three Committee members or by the Chairman. All votes shall be decided by a simple majority and in the case of a draw the Chairman shall have a casting vote
- (w) The Committee shall also have the power to pass votes by email in which case (i) the Committee must be provided with a clear summary of the issue including all relevant considerations, and (ii) at least 5 committee members including at least three Officers must vote in favour of the proposal being passed
- (x) In the event any Committee member has a personal interest in a matter to be discussed at a Committee meeting, that person must:
 - i) declare the nature and extent of the interest before the meeting or at the meeting before discussion begins on the matter;
 - ii) be absent from that part of the meeting unless expressly invited to remain;
 - iii) not be counted in the quorum for that part of the meeting;
 - iv) be absent during the vote unless expressly invited to remain; and
 - v) have no vote on the matter
- (y) The Committee Secretary (or if not present, such other member of the Committee who shall be delegated) shall take minutes of each Committee meeting and shall maintain these, which shall be available for inspection by any member of the Committee on reasonable notice
- (z) The Committee may appoint between 1 and 3 Committee Members together with other members of the Association to any working party that the Committee may from time to time set up in order to carry out specified tasks in furtherance of the Objects
- (aa) Any member of the Committee who fails to attend three consecutive meetings of the Committee shall be required to give reasons to the Committee for their continued absence. The Committee shall then be responsible for deciding, by majority vote, whether their absence was without reasonable cause (in the opinion of the Committee) and whether that member should cease to be a member of the Committee.

5. Regulations

- (a) The Committee may from time to time make, vary and revoke bylaws not inconsistent with these rules to regulate the internal affairs of the Association
- (b) All bylaws are binding on members of the Association until revoked by the Committee

6. Members' benefits

- (a) The benefits of membership of the Association for each category of membership shall be as provided for the Association's website from time to time

- (b) The Committee may from time to time add to, vary or remove benefits of the membership of the Association

7. Members' conduct

- (a) Members of the Association:
 - i) must not rely upon the fact of their membership and a means of vouching their professional credentials;
 - ii) must not engage in fraud or dishonesty or engage in any conduct which in the opinion of the Committee might bring the Association or its members into disrepute or offend the community or public morals or prejudice the ability of the Association to promote its objects and members; and
 - iii) must at all times respect public conventions and morals
- (b) A member of the Association who fails to adhere to the foregoing standards is (without limitation to the generality of clause 3(b)) not a fit and proper person for membership

8. Suspension

- (a) The Committee may in its absolute discretion suspend any member of the Association for so long as it deems necessary:
 - i) to carry out a proper investigation into any claim or allegation which the Committee considers could constitute a breach of this Constitution or any bylaws;
 - ii) where relationships have broken down;
 - iii) where the Committee has grounds to consider that other members or Association property is at risk;
 - iv) while the expulsion procedure in clause 9 is followed; or
 - v) where the Association's legal or ethical responsibilities require it

9. Expulsion

- (a) If at any time the Committee considers that the interests of the Association require it they must invite a member to resign from the Association, by a letter specifying the time before which the resignation should be made
- (b) If the member concerned does not withdraw, the following procedure shall apply:
 - i) The Committee shall refer the issue of that member's expulsion to a tribunal convened to decide the issue (the "**Determination Committee**"). The Determination Committee shall consist of the Chairman and six other members of the Committee (not including the Vice-Chairman)
 - ii) The Determination Committee shall hold a meeting to decide the issue of expulsion. The member shall be given not less than 4 weeks' written notice of the meeting informing him or her of the time and place of the meeting and the nature of the grounds for proposed expulsion. At the meeting the member must be allowed to offer an explanation of his or her conduct verbally or in writing. If after that, two thirds of the members of the Determination Committee vote for expulsion, the member concerned will immediately cease to be a member of the Association. The outcome of the meeting will be notified to the member within 5 days of the hearing

- iii) The member may appeal the decision of the Determination Committee by making a written request for an appeal to the chair of the meeting within 5 days of the member being notified of the meeting's outcome. If an appeal is requested, it will be heard by a tribunal (the "**Appeal Committee**") of at least 3 members of the Committee who were not part of the Determination Committee and one of whom will be the Vice-Chairman. The Appeal Committee may determine whether an appeal will be by way of review of re-hearing and give such directions for the appeal as the committee shall in its absolute discretion determine. If the Appeal Committee upholds the appeal, the member concerned will be restored retrospectively to membership of the Association
- iv) Save as provided for above, and in all other respects, the Determination Committee and the Appeal Committee shall have absolute discretion to determine their own procedure

10. Effect of ceasing to be a member

On ceasing to be a member of the Association a person forfeits all right to and claim upon the Association and its funds.

11. Association Meetings

- (a) The Annual General Meeting shall be held between 1 September and 30 November in each calendar year commencing in 2023
- (b) The Committee shall fix the exact date of the AGM and at least 14 days notice shall be given in writing to all Full Members
- (c) The business of the AGM shall be determined by the Committee and consist of:
 - i) the announcement of any election of Committee members
 - ii) the approval of the accounts of the Association
 - iii) any other business of which notice has been given in accordance with paragraph 11(d)
- (d) Notice of any resolution to be proposed at the AGM shall be submitted in writing to the Chairman or Committee Secretary at least 14 days before the AGM, to be distributed to all Full Members at least 7 days before the AGM
- (e) On the request of the Committee or of the Chairman or the Vice-Chairman, an Extraordinary General Meeting shall be called to take place as soon as reasonably possible and the provisions of 11(b) to (d) shall apply mutatis mutandis
- (f) The accidental omission to give notice of any meeting to, or the non-receipt of the notice by any person, shall not invalidate the proceedings at any meeting
- (g) Subject to paragraph 15 and paragraph 17, at any meeting of the Association, matters put to a vote will be decided on a show of hands unless a poll is demanded by at least 15 members or by the Chair. If a poll is requested it should be taken in such manner and at such time as the Chairman of the meeting decides
- (h) The Chairman, or in his or her absence, the Vice-Chairman, or in his or her absence, a person nominated by the Committee shall preside at any AGM or EGM and the person presiding shall have a casting vote in the case of a draw

- (i) The Committee Secretary (or if not present, such other member of the Committee who shall be delegated) shall take minutes of each general meeting and the Committee Secretary shall maintain these minutes, which shall be available for inspection by any member of the Association on reasonable notice
- (j) The quorum for any AGM and EGM shall be 5
- (k) No person other than the Full Members of the Association shall be entitled to vote at any AGM, EGM or any other meeting of the Association

12. Finance

- (a) Membership shall run from 1 July each year and the annual subscription shall be as set out below (or part thereof), or such other sum as may be fixed from time to time by the Committee, and shall be due and payable within 30 days of being accepted as a member
 - i) £100 for Full Members
 - ii) £75 for Associate Members
 - iii) £25 for Student Members
- (a) No member, on ceasing to be a member, shall be entitled to be repaid any subscription previously paid or any part of any such subscription
- (b) The Committee has the power to waive or reduce membership fees as it deems appropriate, or to introduce new categories of member
- (c) The Treasurer shall ensure that all subscriptions and any other income are credited to a bank account in the name of the Association and the Chairman (or co-Chairman), Vice-Chairman and Treasurer shall be the authorised signatories on the account
- (d) The Treasurer shall maintain proper accounts of the finances of the Association and shall produce accounts to the Association at the AGM
- (e) The Committee shall decide how and when withdrawals from the Association's account may be made, save that the Treasurer may make withdrawals of up to £250 in any period of 30 days. Any withdrawal exceeding £250 shall bear two authorised signatories
- (f) The Committee shall have the power to raise additional finances and receive contributions from any person
- (g) No Committee member may receive any payment of money from the Association except:
 - i) Reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association
 - ii) The benefit of any insurance obtained by the Association in accordance with paragraph 14

13. Indemnity

- (a) Subject to paragraph 13(b), any individual member of the Committee may be indemnified out of the Association's assets against—
 - i) any liability incurred by that individual member of the Committee in connection with any negligence, default, breach of duty or breach of trust in relation to the Association;
 - ii) any other liability incurred by that individual member of the Committee as a Committee member of the Association.

- (b) This provision does not authorise any indemnity which would be prohibited or rendered void by any other provision of law
- (c) In this provision an “individual member of the Committee” means any Committee member or former Committee member of the Association

14. Insurance

- (a) The Committee may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of its members and any individual member of the Committee in respect of any loss
- (b) In this provision an “individual member of the Committee” means any Committee member or former Committee member of the Association

15. Amendments to the Constitution

Amendments to the Constitution may be made at the AGM or at any EGM by a minimum 75% majority vote in favour of such amendment, provided that at least 14 days' written notice of the proposed amendment has been provided to all Full Members

16. Notices

- (a) Notices are to be sent to members at one or more of the contact addresses provided by the member to the Membership Officer in the member's application for membership or which may be provided to the Membership Officer from time to time
- (b) Notice by email or fax shall be deemed to be written notice on the day on which such notice is sent
- (c) Any notices served by post or document exchange shall be deemed to have been received on the business day following that on which it was sent

17. Dissolution of the Association

- (a) The Association may be dissolved at an AGM or EGM by a minimum 75% majority vote in favour of such dissolution, provided that at least 28 days' written notice of the proposed dissolution has been provided to all Full Members
- (b) In the case of dissolution of the Association, after the satisfaction of, or provision having been made for any debts or liabilities (whether present or future, known or unknown, actual or contingent), and including without limitation any indemnities under paragraph 17 herein, any remaining assets of the Association shall be transferred to a charity of the Committee's choice
- (c) Within 7 days of the last of all the debts being paid, any remaining assets being transferred as set out above and the bank account being closed, the Association shall automatically be dissolved