

# CONSTITUTION OF THE EMPLOYMENT LAWYERS ASSOCIATION (NI)

## **NAME**

1. The Group shall be called The Employment Lawyers Group (NI) (hereinafter referred to as "the 'ELG'").

## **OBJECTS**

2.1 The objects for which the 'ELG' are established are:

- (a) to promote the practice of employment law and matters ancillary or relating thereto;
- (b) to organise and hold conferences and meetings to provide a forum for discussion, debate and dissemination of information;
- (c) to provide education and training;
- (d) to develop links with other organisations and associations in relevant fields on ancillary matters;
- (e) to act as a (non-party political) consultative body on employment law, practice and procedure and on matters ancillary or relating thereto.

2.2 In furtherance of such objects but not otherwise the 'ELG' shall have the following powers:

- (a) to cause to be written, a printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets, information or other documents or films or recorded tapes;
- (b) to organise arrange run functions outings or meetings of a social sporting or leisure nature, designed to promote social intercourse among members of the 'ELG' and other solicitors, professions or bodies;
- (c) to maintain contact with and make suggestions and representations to all appropriate bodies including other similar associations with a view to promoting and fostering a better understanding of employment law issues;
- (d) to make recommendations and issue guidelines to 'ELG' members;
- (e) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (f) to foster and undertake research into any aspect of employment law and to disseminate the results of any such research;

- (g) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (h) to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the 'ELG' and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (i) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the 'ELG' in the shape of donations, subscriptions or otherwise;
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (k) to borrow or raise money for the objects of the 'ELG' on such terms and (with such consents as are required by law) on such security as may be thought fit;
- (l) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the 'ELG';
- (m) to invest the money of the 'ELG' not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below;
- (n) to make any charitable donation or other donation either in cash or assets for the furtherance of the objects of the 'ELG';
- (o) to establish and support any charitable association or body and to make donations money for charitable purposes calculated to further the objects of the 'ELG';
- (p) to employ and pay any person or persons to supervise, organise, carry on the work of, and/or advise the 'ELG' and to engage any person or persons to advise or provide other services to the 'ELG';
- (q) to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- (r) to establish where necessary local branches (whether autonomous or not);
- (s) to make representations to appropriate governmental and other bodies;
- (t) to do all such other lawful things as shall further the above objects or any of them;

PROVIDED THAT:

- (i) none of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in anyway limited or restricted by reference to or inference from any other-object set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the 'ELG'.
- ii) none of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the 'ELG' shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause.

3.1 The income and property of the 'ELG' shall be applied solely towards the promotion of its objects as set forth in this constitution and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its management committee shall receive any salary or fees or receive any remuneration or other benefit in money or money's worth from the 'ELG' provided that nothing shall prevent any payment in good faith by the 'ELG':

- (a) of reasonable and proper remuneration to any member, officer or servant of the 'ELG' for any services rendered to the 'ELG';
- (b) of interest on money lent by any member of the 'ELG' or of its management committee at a rate per year not exceeding the base lending rate prescribed for the time being by a clearing bank selected by that management committee or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member or officer of the 'ELG' or of its management committee;
- (d) by way of reimbursement of expenses properly and reasonably incurred by any member of the 'ELG' or its management committee.

## **MEMBERSHIP**

4.1 Membership of the ELG shall be open to the following:

- (a) all persons whose names appear on the Roll of Solicitors in Northern Ireland
- (b) trainee solicitors who are training at firms in Northern Ireland
- (c) Barristers presently called to the Bar of Northern Ireland

4.2 There are 3 categories of membership of the ELG

- (a) Ordinary Members

(b) Honorary Members

(c) Associate Members

- 4.3 **Ordinary members** have the right to vote at any election or general meeting and may stand for and hold any office, and pay preferential rates as may be set by the committee to attend ELG events.
- 4.4 The committee may from time to time elect to **Honorary Membership** any person who has a special interest in or has rendered a special service to the ELG or employment law in Northern Ireland, either for life or for such period as the Committee may think fit. Honorary members shall be entitled to all the privileges of membership and shall not be liable for subscriptions.
- 4.5 The Committee may from time to time decided to offer **Associate Membership** to such class or classes of person associated with the solicitors' or barristers' profession in Northern Ireland upon such terms with regard to rights and privileges of membership as the Committee shall in its absolute discretion decide provided always that an associate member shall not be entitled to stand for or hold any office or serve as a committee member or vote at any meeting of the ELG.

## **THE COMMITTEE**

5.1 The officers of the committee shall be

(a) the Chair;

(b) the Vice-Chair;

(c) the Secretary; and

(d) the Treasurer

5.2 The affairs of the ELG shall be managed and directed by a Committee. The Committee shall be composed of the four officers and a maximum of eight further elected ordinary members. Further members of the committee may be co-opted by the committee. At least six of the members of the committee (including officers) shall be solicitors, and at least four shall be barristers. At least one of the barristers and at least one of the solicitors shall be of less than five years' professional experience.

## **ELECTION OF COMMITTEE MEMBERS**

6.1 The officers and members of the committee shall be elected by ballot by those ordinary members present and eligible to vote at the Annual General Meeting.

6.2 The election for officers and committee members will take place in the following order:

(a) The officers

(i) Chair;

(ii) Vice-chair;

(iii) Secretary;

(iv) Treasurer.

(b) The Junior Members: solicitor & barrister

(c) The committee members

6.3 Each candidate for office or a committee post must be proposed and seconded by ordinary members of the ELG.

6.4 If only one candidate is proposed for a post the candidate will be appointed without the need for a ballot.

6.5 If more than one candidate is proposed for an Officer post or the junior barrister and junior solicitor posts then an election will take place by ballot. In an election for an Officer post each member shall have one vote for the preferred candidate.

6.6 If there are more than 4 candidates for the remaining committee posts then there will be an election by ballot. Each member shall have four votes for the preferred candidates.

6.7 The candidates will be elected in the following manner;

The solicitor candidates with the most votes will be elected up to the minimum quota (6). The barristers with the most votes will be elected up to the minimum quota (4). Once the quota of barristers and solicitors is filled, the remaining posts will be filled by the candidates with the most votes. In the event of a tie there will be a further ballot between the tied candidates.

6.8 In the event that any office is not filled at the Annual General Meeting or in the event of vacancy in such office occurring during the course of the year the Committee may appoint from amongst its number an appropriate person to hold such office until the following Annual General Meeting. Additional committee members may be co-opted by the Committee to fill any vacancies.

6.9 The committee may appoint sub-committee and advisory working groups or working parties from amongst its own members or from such other persons as it may from time to time decide for the carrying out of its work and may determine the terms of reference composition and the duration of the activities of such bodies. All such bodies shall make regular reports on their activities to the committee.

6.10 The quorum of the committee shall be three.

6.11 The committee shall have the power to approve or reject applications for membership, to fix the amount of all subscriptions, and for good and efficient reason to terminate the membership of any

member of the ELG provided that any member shall have the right to be heard by the committee before any decision to terminate membership shall be made.

## **ANNUAL SUBSCRIPTION**

7.0 The Committee shall before 30<sup>th</sup> November decide the annual subscription for membership for the following year which will be payable on 1<sup>st</sup> February. Any person who has failed to pay their annual membership by 1<sup>st</sup> May shall not be entitled to the rights, benefits and privileges of membership including the right to vote.

## **MEETINGS**

8.1 An Annual General Meeting of the 'ELG' shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At such Annual General Meeting the business shall include the consideration of Reports on the work done by or under the auspices of the Committee and of the Accounts of the 'ELG', the election of the Office Bearers, the election of Members of Committee and the transaction of such other matters as may from time to time be considered necessary or which may be considered by the Committee to be desirable.

8.2 The Committee may at any time at its discretion and upon the request of not less than 10 members giving reasons for the request shall call a Special General Meeting of the 'ELG' either for the purpose of altering the constitution in accordance with Clause 7 hereof or of considering any matter which may be referred to the Meeting by the Committee or the requesting Members.

8.3 All Meetings of the 'ELG' or of the Committee shall be presided over by its Chairman or failing him the most immediate past Chairman present or failing him those present may elect one of their number to take the chair.

8.4 All questions arising at any Meeting shall be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

8.5 Minute Books shall be kept by the Committee and the Secretary or any acting Secretary shall enter therein a record of all proceedings and resolutions.

8.6 The quorum at any General Meeting of the 'ELG' (including the Annual General Meeting) shall be five Members or Honorary Members.

8.7 At least fourteen days' notice (exclusive of the date on which notice is served and inclusive of the day for which notice is given), specifying the place, day and hour or any general meeting and the business to be considered shall be given to each member. A Notice of General Meeting sent by post shall be deemed to have been served at the expiration of 24 hours after the letter contained and the Notice has been posted. The accidental omission to give notice of a meeting to, or the

normal receipt of notice of a meeting by, any member shall not invalidate proceedings at the meeting.

- 8.8 In case any irregularity shall occur in the convening or holding of any general meeting, or in any election or other proceeding at such meeting, and the same shall not be publicly noted and objected to at such meeting, all proceedings at such meeting shall be of the same force and validity as if no irregularity had occurred; but if any irregularity shall be publicly noted and objected to, the meeting shall decide thereon, and such decision shall be final and conclusive.

## **PROCEEDINGS OF THE COMMITTEE**

- 9.1 The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A committee member may, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from Northern Ireland.
- 9.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be minimum of 3.
- 9.3 The Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed pursuant to this constitution as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the 'ELG', but for no other purpose.
- 9.4 The Chairman shall act as the chairman of the Committee's meetings or in his absence the Secretary shall so act and in his absence the Committee members present may choose one of their numbers to chair the meeting.
- 9.5 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit, any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
- 9.6 The sub-committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 9.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 9.8 All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some

defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.

9.9 A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be a valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members and may consist of a document transmitted by telefax.

## **DISQUALIFICATION OF COMMITTEE MEMBERS**

10.1 The office of Committee member shall be vacated if the member;

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (c) resigns his office by written notice to the Honorary Secretary or Honorary Chairperson; or
- (d) is asked to resign by a majority of the Committee members being not less than 15% of such members.

10.2 A Committee member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

## **FINANCE**

11.1 All monies raised by or on behalf of the 'ELG' shall be applied to further the objects of the 'ELG' and for no other purpose.

11.2 The Honorary Treasurer shall keep proper accounts of the finances of the 'ELG'.

11.3 An audited Statement of Accounts for the last financial year shall be submitted by the Honorary Treasurer to the Annual General Meeting.

11.4 The Association's Bank Account shall be maintained at such Bank as the Committee shall from time to time decide. The Group's Office Bearers shall be the authorised signatories to cheques and all cheques.

## **AMENDMENT OF THE CONSTITUTION**

12. Any alteration to this constitution shall receive the Assent of not less than two thirds of the Members of the 'ELG' present and voting at a General Meeting provided that notice of any such alteration shall have been received by the Honorary Secretary in writing not less than fourteen days before the Meeting at which the alteration is to be brought forward. At least fourteen clear

days notice in writing of such a Meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each Member of the 'ELG'.

### **SERVICE OF NOTICES**

13. The name and professional address of every member of the 'ELG' shall be kept by the Honorary Treasurer. It shall be the duty of every member to inform the Honorary Treasurer of any change of address. A Member shall be deemed to have received all Notices addressed to him and posted to him at his registered address or delivered to the delivery box provided for him or his firm by the Law Society of Northern Ireland.
14. In this constitution (wherever the context requires or admits) words importing the singular shall be deemed to include the plural and words importing the masculine gender shall be deemed to include the feminine.