



IALT Constitutional Review Group Report of Proposed Changes

(Presented to IALT AGM 11 November 2023)

At a meeting of September 2022, the IALT Council discussed reviewing the IALT constitution with a view of possible amendment. There had not been any amendment of the Constitution since its introduction in 2010. A number of provisions were deemed overly complex (such as the different categories of membership) and there was a concern that some provisions (for example in relation to the size of the Council) were difficult to adhere to in practice. A sub-committee of the Council was established with a view to reviewing and recommending changes. The sub-committee or Constitutional Review Working Group consisted of:

- Stephen Coutts (UCC/University of Edinburgh) (Chair)
- Ronan Condon (DCU) (President)
- Mary Dobbs (MU) (Treasurer)
- Sarah Hamill (TCD)

The Working Group met remotely on two occasions to discuss changes. On 21 February 2023 draft amendments were proposed and discussed. A new, draft version of the Constitution, incorporating these changes was circulated and finalised in July 2023. All working group members were present at both meetings. An earlier version of this report and annexes were presented to the IALT Council at a meeting of 20 September 2023. The report was adopted by the Council subject to minor changes to the proposed amendments. The revised report was circulated to the IALT Council on 28 September 2023 and endorsed by a written procedure.

The final proposed new version of the constitution incorporates a significant number of changes. Some of these are minor and relate to renumbering of the articles, better organisation of the provisions and an attempt to clarify some language. For a full list of changes see Annex 3. The more substantive amendments relate to changes across 4 topics:

1. membership;
2. organisation and operation of the Council;
3. financial governance;
4. amendment of the Constitution;

Much of the rationale for the changes relates to simplifying the operation of the Association (for example in relation to financial governance) and reducing some instances of what was considered unnecessary complexity (membership categories). Others (such as notifying

membership applicants of acceptance) were provisions which were not followed in practice and are effectively dead letter provisions.

This report contains four Annexes:

- Annex 1 – The Constitution of the IALT – Current Version
- Annex 2 – Proposed Amended Constitution of the IALT – Clean Version
- Annex 3 – Proposed Amended Constitution of the IALT – Marked Version
- Annex 4 – Article by Article Changes and Explanations

The remainder of this report details the discussions and conclusions of the Working Group across the four areas identified above.

1. Membership

There was a view that the membership categories should be rationalised. There are currently 4 membership categories: Ordinary Members; Associate Members, Honorary Members and Emeritus Members. While there was an initial rationale for all these different membership types, Associate membership (designed for individuals not working in an Irish institution of legal education) and Emeritus membership were not used in practice. Furthermore, no distinction was made between ordinary and associate members in the membership register.

The proposal is therefore to delete the categories of Associate and Emeritus membership, leaving only Ordinary Members and Honorary Members (existing article 3). It is envisaged that members that would have been Associate and Emeritus members would be subsumed into the Ordinary Membership category. This would then entail amending the criteria for ordinary membership, removing the requirement to be based at an institution in Ireland or Northern Ireland (existing article 4(2)). In order to be eligible to apply to be an Ordinary Member, an individual must now simply be ‘engaged in the teaching of law and/or substantially engaged in legal research or scholarship’ (existing art 4(3), new art 4(2)). This removes the requirement to be based in Northern/Ireland. However, it was considered important to maintain the possibility for legal scholars with Irish connections yet based outside Northern/Ireland to be members of the association (and attend the Annual Conference). The risk of a large number of non-Northern/Irish based individuals ‘swamping’ the Association was deemed minimal. A reference to membership being open to but not limited to those based in or with other links to Northern/Ireland was inserted (see new article 4(2)). It was noted that recent conferences have attracted an international attendance not limited to those with connections to Ireland. It was considered important to keep open this possibility.

Finally, the requirement that an applicant be notified of acceptance of his/her application in order for their membership to be effective was deleted (existing article 4(2)) as it was not adhered to in practice. No similar provision is contained in comparable organisations.

Principle Articles Affected

- Article 3
- Article 4
- Article 5

- Article 7

2. *Organisation and operation of the Council*

The current rules for the composition of the Council in particular were rather complex in an admirable effort to ensure proper representation of the Council. There were also limitations on the size of the Council which were not adhered to in practice. Finally, it was considered that, in order to ensure proper governance, the Council may need to adopt some guidelines or rules, without however it being appropriate for these rules/guidelines to be contained in the Constitution itself. A number of changes were therefore proposed to the composition and operation of the Council:

- The current limitation on the size of the Council (existing article 10(1)) was abolished.
- A new requirement of six minimum ordinary members was introduced (new article 8(1)). This ensures that the officers shall not constitute a majority of the Council.
- An explicit power to adopt policies and guidelines was inserted (new article 8(3)). Data protection, equality diversity and inclusion and financial matters are examples of such possible policies or guidelines.
- The quotas for Ordinary Council membership relating to institutions and jurisdictions are abolished (existing art 12(1)(b)). The general requirement that the Council be representative of the membership profile is maintained (existing art 12(1)(b), new article 10(1)(b)) and it is expected that in practice the Council will be elected with a view to ensuring good representation across the different institutions and jurisdictions.
- A provision imposing a duty on a retiring council to nominate individuals for officer positions for a new Council is inserted (new article 10(4)).
- A 'caretaker' provision is inserted, ensuring that there is a validly constituted Council in the event that a new Council is not elected for whatever reason (new art 10(5)).

Principle Articles Affected

- Article 10
- Article 11
- Article 12

3. *Financial governance*

There were two main issues in relation to financial governance. Firstly, the current requirement of a dual authorisation for the spending of the Association's funds. This was designed for a time when cheques were the main way of making payments and was deemed to be impractical for modern payment methods (in particular online bank transfers). It is recommended that this be deleted (existing article 18(3), new article 17(3)). However, secondly, it was considered necessary to ensure proper financial controls. After some discussion, it was decided to include general language on the responsibilities of Officers for the prudent management of the Association's resources in the constitution (new article 17(4))

and to impose an obligation on the Council to adopt a policy for financial controls under the new power in article 8(3) (new article 17(5)).

Principle Articles Affected

- Article 17

4. Amendment of the Constitution

The existing Amendment procedure was considered rather cumbersome with a two-step process of a 2/3rds majority at a General Meeting to be confirmed by a general vote of the Ordinary Members by postal ballot. It is proposed that the second of these two steps be deleted (existing article 20(3)). It was considered that the requirement of notice, the 2/3rds (ie supermajority) and quorum requirement (a majority of not less than 10 ordinary members) were sufficient safeguards (existing articles 20, 20(1) and 20(2), new articles 19, 19(1) and 19(2)). It was also decided to introduce a further safeguard was in the new article 19, providing that all proposed amendments must originate from or be endorsed by Council. Finally, it was proposed to delete the transitional provision contained in article 21 which is no longer relevant to the Association.

Principle Articles Affected

- Article 20
- Article 21