

## Annex 4 – Article by Article Amendments and Explanation

This annex contains a list of article-by-article changes to the IALT constitution with brief explanations provided after each Article. It is organised in the same order as the current Constitution. All section and article titles remain the same with the exception of Article 20 (new Article 19). Unchanged articles are included for the sake of completeness. The absence of proposed changes (beyond renumbering) is noted. This annex is best read alongside the marked version of the proposed amended Constitution (Annex 3) and the Report.

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### CONSTITUTION OF THE IRISH ASSOCIATION OF LAW TEACHERS

*(Proposed new version)*

#### A. NAME AND OBJECTS

##### **Article 1**

##### **(new Article 1)**

##### NAME

##### *Existing Provision*

1. The Association shall be called “THE IRISH ASSOCIATION OF LAW TEACHERS”.

##### *Proposed New Provision*

1. *The Association shall be called “The Irish Association of Law Teachers”.*

<h5><i>Explanation</i></h5>
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It was unclear why the existing text was capitalised.
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##### **Article 2**

##### **(new Article 1)**

##### OBJECTS

##### *Existing Provision*

2. The objects of the Association shall be the advancement of legal education, as well as legal research and legal scholarship, and of the work and the interests of law teachers, legal researchers and legal scholars in the Republic of Ireland and in Northern Ireland. It shall achieve these objects through:

- the organisation, promotion and delivery of conferences, seminars and other events promoting the objects of the Association;
- the representation of the Association at conferences, seminars and other events;
- the representation of the Association through membership of and liaison with other organisations with related objects;
- the publication and preparation for publication of research, scholarship and other written works relevant to the objects of the Association;
- cooperation with international legal academic representative bodies and similar bodies outside the island of Ireland;
- the promotion and adjudication of merit-based competitions related to the objects of the Association and
- by any other means considered conducive to the achievement of the objects of the Association.

*Proposed New Provision*

2. *The objects of the Association shall be the advancement of legal education, legal research and legal scholarship, the work and interests of law teachers, legal researchers and legal scholars in the Republic of Ireland and in Northern Ireland.*

*It shall achieve these objects through:*

- *the organisation, promotion and delivery of conferences, seminars and other events promoting the objects of the Association;*
- *the representation of the Association at conferences, seminars and other events;*
- *the representation of the Association through membership of and liaison with other organisations with related objects;*
- *the publication and preparation for publication of research, scholarship and other written works relevant to the objects of the Association;*
- *cooperation with international legal academic representative bodies and similar bodies outside the island of Ireland;*
- *the promotion and adjudication of merit-based competitions related to the objects of the Association and*
- *by any other means considered conducive to the achievement of the objects of the Association.*

*Explanation*

Changes are very minor and relate only to a simplification of language.

## B. MEMBERSHIP: GENERAL PRINCIPLES

**Article 3*****(new Article 3)****Existing Provision*

3. There shall be four categories of Members of the Association to be called respectively:

- (1) Ordinary Members;
- (2) Associate Members;
- (3) Honorary Members and
- (4) Emeritus Members.

Subject to the Rules following hereafter:

- Ordinary members may vote at all meetings of the Association, and may, subject to election or co-option in accordance with these Rules, become members of the Council of the Association.
- Associate members may vote at all meetings of the Association, but may not become members of the Council of the Association.
- Emeritus members may vote at all meetings of the Association, but may not become members of the Council of the Association and shall not be called upon to pay subscriptions for membership of the Association.
- Honorary members may not vote at any meetings of the Association, and may not become members of the Council of the Association, but shall not be called upon to pay subscriptions for membership of the Association.

*Proposed New Provision*

3. *There shall be two categories of Members of the Association to be called respectively:*

- (1) Ordinary Members and*
- (2) Honorary Members*

*Subject to the Rules following hereafter:*

- *Ordinary members may vote at all meetings of the Association, and may, subject to election or co-option in accordance with these Rules, become members of the Council of the Association.*
- *Honorary members may not vote at any meetings of the Association, and may not become members of the Council of the Association.*

*Explanation*

It was decided to rationalise the membership in light of the lack of use of the Associate Members and Emeritus Member categories. See Report for further details.

**Article 4*****(new Article 4)***

## ORDINARY MEMBERS

*Existing Provision*

4.

- (1) Ordinary Members of the Association shall be such teachers, researchers or scholars of law in the Republic of Ireland or Northern Ireland as shall signify to the Membership Secretary of the Association their wish to become Ordinary Members, shall duly pay their subscriptions, and shall conform to the rules of the Association.
- (2) No one shall become an Ordinary Member until his or her acceptance as such has been formally notified to him or her by the Membership Secretary of the Association. Before such notification, the Council may, if it thinks fit, after giving the candidate an opportunity of explanation, refer the question of the acceptance of any Ordinary Member to the next or any general meeting of the Association, whose decision shall be final.
- (3) Ordinary Membership of the Association shall be open to all persons who are engaged in the teaching of law and/or substantially engaged in legal research or scholarship in the Republic of Ireland or in Northern Ireland, in
  - (a) any institution in which law is studied as an academic discipline, whether as a programme in its own right or as part of any other academic programme or
  - (b) any other place, subject to approval by the Council.

Provided always that, in the case of Ordinary members, such institution or place shall be in the Republic of Ireland or in Northern Ireland.

- (4) The Council may require evidence of qualification for membership, and on any question that may arise as to the interpretation and application of this Rule, the decision of the Council shall, unless and until altered by a general meeting of the Association, be conclusive.

*Proposed New Provision*

4.

- (1) *Ordinary Members of the Association shall be such teachers, researchers or scholars of law as shall signify to the Membership Secretary of the Association their wish to become*

*Ordinary Members, shall duly pay their subscriptions, and shall conform to the rules of the Association.*

- (2) *Ordinary Membership of the Association shall be open to all persons who are engaged in the teaching of law and/or substantially engaged in legal research or scholarship, particularly, but limited to, those based in or with other connections to Northern Ireland and the Republic of Ireland.*
- (3) *The Council may require evidence of qualification for membership, and on any question that may arise as to the interpretation and application of this Rule, the decision of the Council shall, unless and until altered by a general meeting of the Association, be conclusive.*

#### *Explanation*

Criteria for Ordinary Membership were altered to allow those who would currently fall into the Associate and Emeritus categories to be Ordinary Members. It was decided to introduce a provision to the effect that membership is particularly open to those based in or with a connection to Ireland. This both reflects the Association's purpose and also includes reference to Irish abroad and others with a connection to Northern/Ireland. However, it was also considered important to stress that membership is not limited to such persons: recent conferences have attracted some international attendees with no clear link to Ireland. Council considers this a positive development and would not wish to suggest the Association (and attendance at conference) is exclusive.

### **Article 5**

***(Deleted)***

#### **ASSOCIATE MEMBERS**

#### *Existing Provision*

5.

- (1) The Council may elect to be Associate Members:
- (a) Any person who has been a member of the Association and who has ceased to be engaged in the teaching of law or in legal scholarship or research;
  - (b) Ordinary Members who have ceased to be engaged in the teaching of law or in legal scholarship or research in the Republic of Ireland or in Northern Ireland and who have expressed their desire to become Associate Members. Provided that such persons shall, on becoming again engaged in such teaching or research in the Republic of Ireland or in Northern Ireland, cease to be Associate Members, but shall be entitled to resume their positions as Ordinary Members under Rule 4; and

- (c) Teachers, researchers and scholars of law who hold or have held appointments outside the Republic of Ireland and Northern Ireland in such institutions or bodies or their equivalents as specified in Rule 4.

Associate Members shall not be eligible for election as officers of the Association, but may vote in elections and at general meetings of the Association.

*Proposed New Provision*

It is proposed that the existing Article 5 be deleted in its entirety.

*Explanation*

The deletion of this article is a consequence of the general choice to rationalise membership (see above and Report).

**Article 6**

***(new Article 5)***

HONORARY MEMBERS

6.

- (1) Any person who is or has been engaged in teaching law and/or engaged in legal research or scholarship in the Republic of Ireland or Northern Ireland under the conditions described in Rule 4, any person who is or has been so engaged in other jurisdictions, or who is otherwise making or has made a significant contribution to legal academia or in the field of legal scholarship, or who, in the opinion of the Council, is making or has made a significant contribution to the wellbeing of society may be invited by the Council to become, and shall on giving his or her consent become, an Honorary Member of the Association.
- (2) Honorary Members shall not be entitled to vote at any of the meetings of the Association or for the election of its Council and may not become members of the Council of the Association. Honorary Members shall not be called upon to pay subscriptions. In other respects, their rights shall be the same as those of Ordinary Members.
- (3) The number of such Honorary Members shall not at any time exceed twelve and not more than two such member

*Proposed new Provision*

5.

- (1) *Any person who is or has been engaged in teaching law and/or engaged in legal research or scholarship or who is otherwise making or has made a significant contribution to legal academia or in the field of legal scholarship, or who, in the opinion of the Council, is making or has made a significant contribution to the wellbeing of society may be invited by the Council to become, and shall on giving his or her consent become, an Honorary Member of the Association.*
- (2) *No more than two Honorary members shall be elected in any one year.*
- (3) *Honorary Members shall not be entitled to vote at any of the meetings of the Association or for the election of its Council and may not become members of the Council of the Association. Honorary Members shall not be called upon to pay subscriptions. In other respects their rights shall be the same as those of Ordinary Members.*

**Explanation**

It was decided to delete the existing paragraph 4 containing a limitation on the number of Honorary Members. The existing limit of two new Honorary Members per year was considered a sufficient limitation and the existing limitation does not reflect the practice of the Association which is to award at least one Honorary Membership every year.

**Article 7****(Deleted)****EMERITUS MEMBERS***Existing Provision*

7.

- (1) The Council may elect to be an Emeritus Member of the Association in recognition of services rendered to legal education, legal research or legal scholarship any person who has been a member of the Association and who has ceased to be engaged in the teaching of law or in legal scholarship.
- (2) Emeritus Members shall not be eligible for election as officers of the Association, but may vote in elections and at general meetings of the Association.
- (3) Emeritus Members shall not be called upon to pay subscriptions.

*Proposed New Provision*

It is proposed that the existing Article 7 be deleted in its entirety.

**Explanation**

The deletion of this article is a consequence of the general choice to rationalise membership (see above and Report).

### **Article 8**

#### ***(new Article 6)***

#### MEMBERSHIP REGISTER

##### *Existing Provision*

8. The Council shall prepare and maintain a Register containing the name, qualifications, experience, and other particulars supplied by Ordinary Members of the Association and by Associate Members.

##### *Proposed New Provision*

6. The Council shall prepare and maintain a Register containing the name, institutional affiliation and other particulars of Ordinary Members of the Association.

##### *Explanation*

The proposed new wording better reflects the current practice and also takes into account the deletion of the Associate category of membership.

### **Article 9**

#### ***(new Article 7)***

#### EXPULSION

##### *Existing Provision*

9.
  - (1) Any member of the Association who, in the opinion of the Council, has been guilty of any conduct which renders his or her membership detrimental to the interests of the Association, or which otherwise may bring the Association into disrepute, may be expelled by a resolution of the Council, subject to an opportunity being given to him or her to explain his or her conduct.
  - (2) Any such resolution shall require a majority of not less than two-thirds of the Council present and voting.
  - (3) The expelled member may appeal to a general meeting, which will decide his or her appeal by a simple majority of those present and voting.
  - (4) In making a determination under this Rule, the Council and the Association will have due regard to the value of the right to freedom of thought, conscience and speech and the principle of academic freedom.



*Proposed New Provision*

There are no changes proposed to Article 9, with the exception of a renumbering to take into account changes elsewhere in the document.

*Explanation*

Article 9/new Article 7 is considered appropriate in light of the balance of interests to be struck in the eventuality that expulsion of a member is proposed.

## C. GOVERNANCE

**Article 10****(new Article 8)**

## COUNCIL

*Existing Provision*

10.

- (1) The affairs of the Association shall be managed by a Council consisting of a President, a Treasurer, a Membership Secretary, and a Secretary (herein called the Officers of the Association) and up to ten Ordinary Members of the Association elected under Rules 11 and 12 so that at any one time there are no more than 14 members of the Council including officers.
- (2) Subject to the control of any general meeting, the Council shall be entitled to take any action on behalf of the Association which it shall deem to be conducive to the interests of the Association. It shall be the duty of the Council to present at each Annual General Meeting a report of its proceedings during the previous year.

*Proposed New Provision*

8.

- (1) *The affairs of the Association shall be managed by a Council consisting of a President, a Treasurer, a Membership Secretary, and a Secretary (herein called the Officers of the Association) and Ordinary Members of the Association elected under Rules 11 and 12 (herein called Ordinary Council Members). There shall be a minimum of six Ordinary Council Members.*
- (2) *In accordance with this constitution, the Council may take any action on behalf of the Association which it deems to be conducive to the interests of the Association.*
- (3) *In accordance with this constitution, the Council may adopt policies and guidelines to govern particular aspects of the Association's activities.*

- (4) *It shall be the duty of the President to present at each Annual General Meeting a report of its proceedings during the previous year.*

*Explanation*

A number of changes are proposed to this article.

- The limitation on Council size was eliminated and a minimum number included. The limitation was not adhered to in practice but a minimum of Ordinary Council Members was deemed necessary to ensure that Officers could not form a majority.
- Language is clarified in paragraph (2).
- An explicit power to introduce policies is included in paragraph (3). This is expected to be used to adopt financial guidelines and possibly other policies required for good governance.
- The obligation to present a report at the AGM is now placed on the President rather than the Council to better reflect actual practice.

**Article 11**

**(new Article 9)**

**ELECTION OF OFFICERS AND OTHER COUNCIL MEMBERS**

*Existing Provision*

11.

- (1) Subject to Rule 10 and 12, the Officers of the Association and the other members of the Council shall be elected from among the Ordinary Members of the Association at its Annual General Meeting by the members present thereat.
- (2) No Ordinary Member shall (save as hereinafter provided) be eligible, unless his or her name, together with those of his or her proposer and seconder, shall appear as that of a candidate for the office in question or for membership of the Council in the summons convening the meeting, or in some notice sent to each member of the Association at least ten days before the meeting.
- (3) It shall be the duty of the Secretary to circulate all nominations in due time for the Annual General Meeting; and, in the event of no nomination for an office having been received before the issue of the summons convening the meeting, it shall be the duty of the retiring Council to present a suitable nomination at the meeting.
- (4) Officers shall, in each instance, be elected for one year only, but shall be eligible for re-election. Any casual vacancy occurring among the Officers or the Council may be filled by the Council until the next Annual General Meeting.

*Proposed New Provision*

9.

- (1) *Subject to Rule 10 and 12, the Officers of the Association and the other members of the Council shall be elected from among the Ordinary Members of the Association at its Annual General Meeting by the members present thereat.*
- (2) *No Ordinary Member shall (save as hereinafter provided) be eligible, unless his or her name, together with those of his or her proposer and seconder, shall appear as that of a candidate for the office in question or for membership of the Council in the summons convening the meeting, or in some notice sent to each member of the Association at least ten days before the meeting.*
- (3) *It shall be the duty of the Secretary to circulate all nominations in due time for the Annual General Meeting; and, in the event of no nomination for an office having been received before the issue of the summons convening the meeting, it shall be the duty of the retiring Council to present a suitable nomination at the meeting.*
- (4) *Officers shall, in each instance, be elected for one year only, but shall be eligible for re-election. Any casual vacancy occurring among the Officers or the Council may be filled by the Council until the next Annual General Meeting.*

**Explanation**

No changes are proposed to this article beyond renumbering.

**Article 12**  
**(new Article 10)**

PROCEDURE FOR THE ELECTION OF COUNCIL

*Existing Provision*

12.

- (1) The Council members shall be elected as follows:
  - (a) The President, Treasurer, Secretary, and Membership Secretary shall first be elected in turn from the ordinary membership;
  - (b) thereafter the remaining ten members of the Council shall be elected from the ordinary membership such that, insofar as it is practicable:
    - the Council is representative of the members it represents and of the institutions and type of institutions in which its members are based.
    - there is, where available, at least one representative on the Council drawn from each institution with 10% or more of the ordinary members of the Association (as determined at the date of the relevant Annual General Meeting)

- there are at least two representatives on the Council representing institutions in each of Northern Ireland and the Republic of Ireland respectively
  - there are no more than two members of Council drawn from any one institution.
- (2) For the purpose of Rule 12(1) above, each of the constituent universities comprising the National University of Ireland shall be considered to be a separate institution.
- (3) All Ordinary, Associate and Emeritus members present at the Annual General Meeting shall be entitled to vote in the election for any position on the Council.
- (4) Where Council membership is below the maximum permitted membership set out in these Rules, the Council may at any time co-opt, for any period not exceeding one year, not more than four Ordinary Members of the Association to serve on the Council, and may renew such appointments from time to time, provided that there are no more than 14 members of the Council (including officers) at any one time.

*Proposed New Provision*

10.

- (1) *The Council members shall be elected as follows:*
- (a) *The President, Treasurer, Secretary, and Membership Secretary shall first be elected in turn from the ordinary membership;*
  - (b) *thereafter Ordinary Members of the Council shall be elected from the ordinary membership. In so far as it is practicable the Council is representative of the institutions and type of institutions in which its members are based*
- (2) *All Ordinary members present at the Annual General Meeting shall be entitled to vote in the election for any position on the Council.*
- (3) *Where Council membership is below the minimum membership set out in rule 8(1), the Council shall co-opt, for any period not exceeding one year, Ordinary Members of the Association to serve on the Council.*
- (4) *In the event of no nomination for an office having been received before the issue of the summons convening the meeting, it shall be the duty of the retiring Council to present a suitable nomination at the meeting.*
- (5) *The Officers and other Council Members elected or co-opted shall continue to discharge their functions under these rules until such time as a new Council has been elected at a General Meeting of the Association.*

*Explanation*

There are a number of changes to this article.

The reference to the remaining ten Ordinary Members of the Council is deleted as a consequence of the removal of this limitation.

The quotas relating to institutions (one from each institution with 10% of ordinary members) and no more than two per institution) and jurisdiction (two representatives from Northern Ireland and the Republic of Ireland) are deleted. This was considered cumbersome, complex and not adhered to in practice.

The reference to Associate and Emeritus Members is eliminated.

A co-option power and obligation are introduced in the new paragraph (3) to allow for the minimum number of Ordinary members to be maintained.

An obligation to present nominations for officer positions is placed on the outgoing Council in the event that no nominations are submitted to the secretary in advance of an AGM.

A caretaker provision is inserted in the new paragraph (5) to ensure that a validly constituted Council remains in existence in the event that a new Council is not elected.

### **Article 13**

#### **(new Article 11)**

#### DELEGATION

##### *Existing Provision*

13. The Council may delegate such of its powers as it deems necessary to committees of itself or to officers.

##### *Proposed New Provision*

11. *The Council may delegate such of its powers as it deems necessary to committees of itself or to officers.*

##### *Explanation*

There are no changes proposed to this article beyond renumbering.

### **Article 14**

#### SPECIAL COMMITTEES

##### *Existing Provision*

14. The Association may, at any general meeting, elect such special committees as it may from time to time deem desirable and may prescribe the duties and powers of such committees, including the power to take executive action. Provided that no such special committee shall be empowered to undertake any of the functions hereby specifically entrusted to the Council.

*Proposed New Provision*

12. The Association may, at any general meeting, elect such special committees as it may from time to time deem desirable and may prescribe the duties and powers of such committees, including the power to take executive action, provided that no such special committee shall be empowered to undertake any of the functions hereby specifically entrusted to the Council.

*Explanation*

There is only one minor linguistic correction to this provision.

## D. GENERAL MEETINGS

**Article 15****(new Article 13)**

## GENERAL MEETINGS

*Existing Provision*

15.

- (1) The Annual General Meeting of the Association shall be held in each calendar year on a date to be fixed by the Council.
- (2) The President shall have power to summon a special general meeting whenever he or she may deem it advisable to do so; and he or she shall do so on being requested in writing to do so by at least ten Ordinary Members of the Association. At least ten working days' notice must be given of any such special general meeting unless, in the opinion of the President, circumstances that have arisen justify shorter notice.
- (3) At any general meeting, the President, or failing him or her, the Secretary shall take the chair; but in the absence of both of them the meeting shall elect a chairperson.

*Proposed new provision*

1.

- (1) The Annual General Meeting of the Association shall be held in each calendar year on a date to be fixed by the Council.
- (2) The President shall have power to summon a special general meeting whenever he or she may deem it advisable to do so; and he or she shall do so on being requested in writing to do so by at least ten Ordinary Members of the Association. At least ten working days' notice must be given of any such special general meeting unless, in the opinion of the President, circumstances that have arisen justify shorter notice.

- (3) At any general meeting, the President, or failing him or her, the Secretary shall take the chair; but in the absence of both of them the meeting shall elect a chairperson.

*Explanation*

There are no changes proposed to this article beyond renumbering.

**Article 16**

**(new Article 14)**

**BUSINESS**

*Existing Provision*

16. Notice of all motions, including the names of proposers and seconders and of all papers and discussions proposed shall reach the Secretary at least fourteen days before the date fixed for holding the Annual General Meeting. Exceptionally, motions may be accepted at the Annual General Meeting notwithstanding this Rule. All papers, notices, resolutions and other documents to be considered at any meeting shall normally be circulated by the Secretary to each Member, so as to reach the member not later than five working days before that meeting.

*Proposed New Provision*

14. *Notice of all motions, including the names of proposers and seconders and of all papers and discussions proposed shall reach the Secretary at least fourteen days before the date fixed for holding the Annual General Meeting. Notice of all motions, papers and discussions proposed shall reach the Secretary at least five days before the date fixed for holding the Special General Meeting. Exceptionally, motions may be accepted at any General Meeting notwithstanding this Rule. All papers, notices, resolutions and other documents to be considered at any Annual General Meeting shall normally be circulated by the Secretary to each member, so as to reach the member not later than five working days before that meeting. All papers, notices, resolutions and other documents to be considered at any Special General Meeting shall normally be circulated by the Secretary to each member, so as to reach the member not later than three working days before that meeting.*

*Explanation*

It is proposed that sentences be inserted into this provision to provide for a shorter notice period for submitting motions (five days) and for circulation to members (three days) with respect to Special General Meetings. This is to take into account the compressed timeframe within which Special General Meetings are held compared to Annual General Meetings.

*New Provision*

15. All votes, unless otherwise stated in this Constitution, shall be deemed to be passed by a simple majority of members present and voting.

*Explanation*

It is proposed to insert a new paragraph stating the default voting rule with respect to motions etc at General Meetings. This is to provide clarity.

E. FINANCIAL MATTERS

**Article 17**

**(new Article 16)**

ANNUAL SUBSCRIPTION

*Existing Provision*

17. The expenses of the Association shall be met from the subscriptions of Ordinary and Associate Members of the Association and from such funds as the Association may by donation or otherwise acquire. The amount of the annual subscription of each Ordinary and Associate Member shall be prescribed from time to time by the Council and shall be payable on 1st October in each year, the first subscription being payable on admission to the Association, to cover the period to 1st October next following. Associate Members elected under Rule 5(1) shall have an option at the time of their election of paying a life subscription of an amount to be prescribed from time to time by the Council. No Ordinary Member shall vote at any meeting or election whilst his or her subscription is in arrears; and a delay of two years in payment of any subscription shall ipso facto in the absence of an excuse satisfactory to the Council be equivalent to resignation by the Member concerned.

*Proposed New Provision*

16. *The expenses of the Association shall be met from the subscriptions of Ordinary Members of the Association and from such funds as the Association may by donation or otherwise acquire. The amount of the annual subscription of each Ordinary Member shall be prescribed from time to time by the Council and shall be payable on 1st October in each year, the first subscription being payable on admission to the Association, to cover the period to 1st October next following. No Ordinary Member shall vote at any meeting or election whilst his or her subscription is in arrears. A delay of two years in payment of any subscription shall, in the absence of a reason satisfactory to the Council, be equivalent to resignation by the Member concerned.*

*Explanation*



References to Associate Members is deleted in this article and language is simplified.

**Article 18**  
**(new Article 17)**

FUNDS

*Existing Provision*

18.

- (1) All subscriptions and other property received for the purposes of the Association shall be kept by the Treasurer under the supervision of the Council. The Council shall have the power to direct or approve the expenditure or investment of the funds in such manner as they think fit in accordance with these Rules, provided the purpose of such expenditure or investment is consistent with the objects of the Association as set out in Rule 2.
- (2) The Council shall bank any of the funds of the Association in the name of the Association and may authorise any officer to draw cheques thereon or otherwise to disburse funds, provided that no monies shall be drawn from any account of the Association without the consent of two Officers of the Association.
- (3) The Treasurer shall present to the Annual General Meeting a Statement of Accounts audited by two Ordinary Members of the Association, approved for this purpose by the Annual General Meeting.

*Proposed New Provision*

17.

- (1) *All subscriptions and other property received for the purposes of the Association shall be kept by the Treasurer under the supervision of the Council.*
- (2) *The Council shall have the power to direct or approve the expenditure or investment of the funds in such manner as it thinks fit in accordance with these Rules, provided the purpose*

*of such expenditure or investment is consistent with the objects of the Association as set out in Rule 2.*

- (3) The Council shall bank any of the funds of the Association in the name of the Association and may authorise any officer to draw cheques thereon or otherwise to disburse funds. All officers shall account for any such expenditure to the Council within a reasonable time period*
- (4) All officers tasked the management of the Association's financial affairs under these rules shall act in good faith in performance of their duties and responsibly with respect to the Association's resources.*
- (5) Guidelines governing the conditions under which funds may be disbursed and accounted shall be adopted and kept under review by the Council under section rule 8(3).*
- (6) The Treasurer shall present to the Annual General Meeting a Statement of Accounts audited by two Ordinary Members of the Association, approved for this purpose by the Annual General Meeting.*

***Explanation***

This provision is amended in three ways. Firstly, to eliminate the requirement of consent of two officers in order to disburse funds of the Association. Secondly, to introduce a general requirement of good faith and prudent management of the Association's funds on the part of officers. Thirdly, to introduce an obligation on the Council to adopt guidelines with respect to financial governance. For the rationale of these changes see the Report.

F. FINAL MATTERS

**Article 19**

**(new Article 18)**

NOTICE BY ELECTRONIC MEANS

*Existing Provision*

19.

- (1) Where in this Constitution, any person is required to give written notice of any matter or event, or otherwise to convey written information to the Membership of the Association, or to any officer or member of the Council, this Rule shall apply.
- (2) For the avoidance of any doubt, notice may be given or information conveyed by any officer of the Association (or by any other person duly authorised by the Council) by any one or more of the following means:
  - (a) by regular post,

- (b) by means of a courier,
- (c) by means of electronic mail ('e-mail'), or
- (d) by any other means (including electronic means) deemed by the Council to be appropriate for this purpose

And in all such cases such notice, howsoever conveyed, shall be deemed to be full and adequate notice for the purposes of these Rules.

*Proposed new provision*

18.

- (1) *Where in this Constitution, any person is required to give written notice of any matter or event, or otherwise to convey written information to the Membership of the Association, or to any officer or member of the Council, this Rule shall apply.*
- (2) *For the avoidance of any doubt, notice may be given or information conveyed by any officer of the Association (or by any other person duly authorised by the Council) by any one or more of the following means:*
  - (a) *by regular post,*
  - (b) *by means of a courier,*
  - (c) *by means of electronic mail ('e-mail'), or*
  - (d) *by any other means (including electronic means) deemed by the Council to be appropriate for this purpose*

*And in all such cases such notice, howsoever conveyed, shall be deemed to be full and adequate notice for the purposes of these Rules.*

*Explanation*

There are no changes proposed to this article beyond renumbering

**Article 20**

**(new Article 19)**

ALTERATION

(retitled AMENDMENT)

*Existing Provision*

20. Subject to sub-paragraph (3) any of these Rules may be rescinded or amended, and a new rule or new rules may be added by a resolution passed at any Annual or Special General Meeting of the Association by a two-thirds majority of the Ordinary Members present and voting. Provided that:

- (1) such majority shall consist of not less than ten Ordinary Members;
- (2) notice of such resolution, stating the nature of the proposed alteration and the name of the proposer and seconder, shall have reached the Secretary at least ten working days before the date fixed for the meeting;
- (3) in the event of a resolution being passed to rescind or amend any part of these Rules, or to add a new Rule or Rules, such resolution shall not be effective until confirmed by a simple majority vote of Ordinary Members voting in a postal ballot to be conducted within two months after the date of the meeting at which it was passed.

*Proposed New Provision*

19. *Any of these Rules may be rescinded or amended, and a new rule or new rules may be added by a resolution passed at any Annual or Special General Meeting of the Association by a two-thirds majority of the Ordinary Members present and voting, provided that:*

- (1) such majority shall consist of not less than ten Ordinary Members;*
- (2) notice of such resolution, stating the nature of the proposed alteration and the name of the proposer and seconder, shall have reached the Secretary at least fifteen working days before the date fixed for the meeting;*
- (3) such resolution has been approved by Council in advance of the Annual or Special General Meeting.*

*Explanation*

It is proposed to retitle this provision as Amendment is the more generally used term when speaking of constitutional changes.

It is proposed to delete the second stage of the amendment process ie the postal ballot as it is considered cumbersome. The remaining checks of a two-thirds majority and a quorum of 10 members forming that majority are deemed to be sufficient. The postal ballot is considered burdensome from a logistical perspective.

An additional safeguard of approval of council for any such resolution is proposed. This is to take into account that AGMs (and possibly SGMs) may not be attended by a significant proportion of the membership. The Council should be representative of the Membership and can act as a check against amendments which may not be in the interests of the membership as a whole.

**Article 21**  
**(to be deleted)**

## TRANSITIONAL PROVISION

*Existing Provision*

20. Notwithstanding any provision in this Constitution and any amendments that have been made thereto, the Council and all Officers thereof duly elected at the Annual General Meeting of the Irish Association of Law Teachers in Limerick in November 2010 shall be deemed for all purposes to be the Council and Officers respectively of the Association for the purpose of this Constitution with effect from November 2010 until the Annual General meeting of the Association first following the Annual General Meeting of 2010, and shall continue to act as Council and to hold the elected positions as Officers notwithstanding any provision herein or amendments hereof.

*Proposed New Provision*

It is proposed to delete Article 21 in its entirety.

*Explanation*

It is proposed to delete this article as it is no longer relevant.