

The YFLA Constitution

1. Name

The name of the association is the Young Fraud Lawyers Association ("the Association").

2. Objects and Powers

- a) The Objects of the Association are to advance its members' education and training in all matters relating to their practice as fraud lawyers and to encourage social interaction amongst its members.
- b) In furtherance of the above Objects the Association may:
 - Employ and pay any person or persons to further the work of the Association;
 - Promote and carry out research and publish the results to the members or to any wider audience that the Association sees fit;
 - Arrange and provide for meetings, lectures, seminars and training courses;
 - Collect and disseminate information on all matters affecting the Objects;
 - Acquire any property and any rights and privileges necessary for the promotion of the Objects;
 - Subject to such consents as may be required by law, borrow or raise money for the Objects;
 - Open and maintain a UK bank account in its name;
 - Raise funds and invite and receive contributions from any person or persons PROVIDED THAT the Association shall not undertake trading activities in raising funds for the Objects;
 - Invest the monies of the Association not immediately required for the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) as may for the time being be imposed or required by law;
 - Host a website in its name; and
 - Undertake such other activities as are desirable for the attainment of the Objects.

3. Membership

- a) Membership of the Association shall be open to individuals who satisfy the criteria for membership set out in the Association's Standing Orders or Rules. The annual membership subscription payable by members shall be determined by the Committee of the Association on the last meeting of the YFLA year.
- b) All applications for membership shall be decided by the Membership Secretary, who shall raise any concerns or queries in respect of such applications, with the Committee of the Association. The Committee shall have the right for good and sufficient reason to reject an application for membership or to suspend a member

provided that the individual concerned shall have the right to be heard by the Committee before a decision is taken.

- c) The Young Fraud Lawyers Association adopts the Law Society statement and policy on equal opportunities.

4. The Committee

The policy and general management of the affairs of the Association shall be conducted by a Committee (the "Committee"), which shall consist of a Chair, Vice-Chair, Treasurer, Educational Secretary, Social Secretary, Membership Secretary and Publicity Secretary (the "Officers") together with between 3 and 9 non-portfolio members whose task shall be to assist the Officers in the conduct of the Committee's business.

- a) All members of the Committee shall be members of the Association.
- b) All members of the Committee shall be elected for a term of one year by ballot to be conducted in accordance with the rules laid down in the Association's Standing Orders.
- c) The Committee shall appoint the Officers from among its members together with such other Officers or non portfolio roles as it wishes. More than one member may be appointed to a particular role where the Committee see appropriate. The Committee may appoint Officers and non portfolio roles for its successor committee.
- d) No person may hold the post of Chair or Vice-Chair for more than one consecutive year. No person may hold the post of Treasurer, Educational Secretary, Social Secretary, Membership Secretary or Publicity Secretary for more than two consecutive years. An AGM or EGM may waive or relax this rule upon the Committee's request.
- e) No person may stand for election to the Committee or be elected to serve on the Committee for more than six consecutive years. The Committee may waive this rule by majority vote to extend the term of service by a maximum of one additional year for a Committee member who has served for six consecutive years.
- f) No Officer may be appointed unless he or she has served upon the Committee continuously for at least one year. The Chair and Vice-Chair must have served for at least two continuous years. In either case the time of service need not be directly antecedent to their appointment. An AGM or EGM may waive or relax this rule upon the Committee's request.
- g) If a vacancy upon the Committee, including the Officers, occurs the Committee shall appoint a replacement from among the Association's members. In such cases the person appointed to fill the vacancy will hold office until the next election of the Committee.

- h) The Committee may vary the number of non portfolio members, such variation to have effect in the following membership year. The Committee may also increase the number of non portfolio members (up to nine) within a membership year and appoint members to the newly vacant post or posts.
- i) The Committee may appoint such sub-committees as it may deem necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such sub-committees shall be reported back to the Committee at the next meeting of the Committee.
- j) Meetings of the Committee shall be held at least six times in each year and at such intervals as the Committee shall determine. Fourteen days' notice of such meetings shall be given to all members of the Committee.
- k) 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. Indemnity

(1) Subject to paragraph (2), any individual member of the Committee may be indemnified out of the Association's assets against—

- a) 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;
- b) any other liability incurred by that individual member of the Committee as a Committee member of the Association.

(2) This provision does not authorise any indemnity which would be prohibited or rendered void by any other provision of law.

(3) In this provision an "individual member of the Committee" means any Committee member or former Committee member of the Association.

6. Insurance

(1) 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.

(2) In this provision an "individual member of the Committee" means any Committee member or former Committee member of the Association.

7. Meetings

The Annual General Meeting (the "AGM") of the Association shall be held in each year within three months of the end of the Association's financial year. At least 28 days' notice of the AGM shall be given in writing to all members. The business to be conducted at the AGM shall be determined by the Committee and shall be notified to the members in accordance with the Association's Standing Orders.

- a) Notice of any resolution to be proposed at the AGM shall be submitted in writing to the Chair at least fourteen days before the AGM and shall be distributed to all members at least seven days before the date of the AGM.
- b) An Extraordinary General Meeting (an "EGM") of the Association may be called at any time by the Committee and in any event shall be called within 28 days of receiving a written request so to do signed by at least fifteen members of the Association and giving a reason for the request.
- c) Fourteen days' notice of a general meeting (howsoever called) shall be provided to all members, such notice to state the business to be dealt with at the AGM. No other business may be dealt with at such meetings except that specified in the notice of the meeting.

8. Rules of Procedure

The quorum at any AGM and EGM shall be five members. The quorum at Committee meetings shall be 5 Committee members, including at least one Officer.

- a) In any meeting of the Association or the Committee, in the case of a draw in any vote cast, the Chair shall have a casting vote.
- b) Minutes shall be kept by the Committee and by any sub-committees. The Committee shall determine whether and when the members be informed of any matters dealt with by the Committee and sub-committees. Any member may request a copy of the minutes of a meeting of the Committee or subcommittee by a request in writing addressed to the Secretary who will provide a copy of the requested minutes requested within 28 days.
- c) The Committee may adopt Standing Orders which may among any other matter establish rules of procedure for the Association.
- d) The Committee shall operate and develop the work and functions of the Association in accordance with the policies of the Association and the Association Statement of Intent on Equal Opportunities as set forth in paragraph 3.c of this Constitution.

9. Finance

All monies raised by the Association shall be used to further its Objects and for no other purpose.

- a) PROVIDED THAT nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association not being a member of the Committee; purchasing and making of any reasonable gift to persons or bodies who have assisted the Association and/or the Committee in its business; or the repayment of reasonable out-of-pocket expenses incurred by any person including members of the Committee. In all cases of expenditure as contemplated by this paragraph, no such expenditure (whether in principal or amount) shall be undertaken without the unanimous approval of the Officers.
- b) The Treasurer shall keep proper accounts of the finances of the Association and shall submit those accounts for audit by an independent third party, as the Committee shall decide, on an annual basis.
- c) c) The Association shall maintain a banking account or accounts in the name of the Association with such bank, building society or other financial institution as the Committee shall decide.
- d) The authorised signatories to the account should consist of the Treasurer and two other Officers of the Committee. The Committee can decide by majority vote to allow any other Committee member to be an authorised signatory.
- e) The authorised signatories shall be permitted to each hold a debit card and to have access to online and telephone banking services for each account that the Association maintains.
- f) All payments from the Association bank accounts, including cheques, bank transfers and debit card payments, shall be approved by any two authorised signatories or alternatively one authorised signatory plus the Chair (should they not be an authorised signatory).

10. Property

The title to any property which may be acquired by the Association shall be vested in not less than three Officers.

11. Amendments to the Constitution and Standing Orders

- a) The Constitution may be amended at the Association's AGM or any EGM by the positive votes of at least two-thirds of the members present and voting. Unless short notice is agreed to by at least two thirds of the voting attendees to the AGM or EGM as the case may be, at least 14 days' advance notice of any such amendment must be sent to members of the Association.
- b) The Committee shall by two-thirds majority have the power to adopt or amend Standing Orders consistent with this Constitution, providing at least 14 days' advance notice to members of the Association of such adoption or amendment. Any adoption or amendment of a Standing Order may be

reversed at the AGM (or EGM called for such purpose) by a two thirds majority of the voting attendees following the Committee's decision to do so. Alternatively, the Committee may place any proposed adoptions or amendments to Standing Orders before an AGM (or EGM called for such purpose) and those adoptions or amendments may be ratified by a two thirds majority of the voting attendees.

12. Dissolution

The Association may be dissolved at an AGM or EGM by the positive votes of at least two-thirds of the members present and voting PROVIDED THAT at least 28 days' notice of such meeting must be provided to all members of the Association stating the business to be dealt with. In the case of dissolution of the Association, after the satisfaction of any debts, the Association's assets shall be transferred to such organisation or organisations with objects similar to those of the Association as the Association shall determine in a ballot of its members (such ballot to be conducted by way of simple majority).