

27 April 2010

**PROCUREMENT LAWYERS' ASSOCIATION ("THE ASSOCIATION")**

**RESOLUTION OF THE EXECUTIVE COMMITTEE**

We, being the Executive Committee of the Association, pass the following resolution set out below. We each undertake either to send a signed copy of this written resolution to the Chairman (or such representative as he may nominate) or otherwise confirm in writing our agreement to the resolution set out below to the Chairman (or such representative as he may nominate) who is authorised by each of us to notify all of the Executive Committee Members, by any means, of our agreement to the resolution contained below:

THAT the draft constitution attached at schedule 1 be adopted as the Constitution of the Association with immediate effect, subject to ratification at the next Annual General Meeting.

.....  
Chairperson

*Notes:*

- (i) All words and phrases used in the resolutions are to have the meaning given to them in the draft constitution attached at schedule 1.*
- (ii) In order for a resolution to be validly passed, the votes cast in favour must exceed more than 50% of the votes cast. In any case, a resolution will not be validly passed unless at least half of the Executive Committee Members vote either way in accordance with note (iii) below.*
- (iii) In order for a vote to take effect in respect of the resolution, such vote must be received by the Chairman (or his nominated representative) within 14 days of the date of this resolution.*
- (iv) References to "days" are references to every day except a Saturday, Sunday or a Bank Holiday;*

**Schedule 1**

**Dated**

**27 April 2010**

**Amended 15 November 2012, 29 January 2016 and 23 March 2022**

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**Constitution of the Procurement  
Lawyers' Association**

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## 1 Definitions

**Annual General Meeting** shall have the meaning set out in article 13.1;

**Association** shall have the meaning set out in article 3;

**Authorised Signatories** shall mean any of the Chairperson, Finance and Membership Secretary, and any other Executive Committee Members whom the Executive Committee may, from time to time, resolve to appoint as authorised signatories;

**Books of Account** shall mean an accurate record of (i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place and (ii) all sales and purchases of goods by the Association and (iii) the assets and liabilities of the Association;

**Branch** shall mean any number of the Members who form a group to act in pursuance of the objects of the Association under the direction of a committee or officers appointed by themselves;

**By-Law** shall mean rules and regulations laid down by the Executive Committee pursuant to article 16;

**Chairperson** shall mean the chairperson of the Executive Committee;

**Committee** shall mean the Executive Committee or any Standing Committee;

**Committee Member** shall mean an Executive Committee Member or a Standing Committee Member or both. **Committee Members** shall be construed accordingly.

**Constitution** shall mean this constitution as varied in accordance with article 21 from time to time;

**Current Member** shall mean an individual who is recognised as a Member in the records of the Association at the date of this Constitution and who has paid a subscription fee;

**Executive Committee** shall mean that committee of Relevant Members so described in this Constitution;

**Executive Committee Member** shall mean an Executive Officer or Member Without Portfolio serving on the Executive Committee. **Executive Committee Members** shall be construed accordingly.

**Executive Officer** shall have the meaning set out in article 7.1;

**Executive Role** shall mean those roles listed at article 7.5 and such other roles as may be created by the Executive Committee and described as Executive Roles;

**Financial Year** shall mean 1 December to 30 November;

**Full Member** shall mean those Members of the Association described at article 5.4;

**General Meeting** shall mean a Special General Meeting or an Annual General Meeting;

**Lawyer** shall mean a law graduate, solicitor, barrister or any other individual holding a professionally recognised legal qualification;

**Member** shall mean a member of the Association of any class who has subscribed to the Association in accordance with article 17;;

**Member Without Portfolio** shall have the meaning set out in article 7.2;

**Membership Year** shall mean the 12 month period commencing upon subscription or resubscription by each Member in accordance with article 17 and each successive 12 month period thereafter;

**Relevant Member** shall mean a member of a membership class which carries the rights listed at article 6.1 and who has paid the relevant annual subscription for membership in accordance with article 17;;

**Requesting Member** shall have the meaning set out in article 13.3(a);

**Special General Meeting** shall mean a general meeting of the Relevant Members called pursuant to article 13.3;

**Standing Committee** shall mean a committee of Relevant Members established pursuant to article 8.4;

**Standing Committee Member** shall mean a Relevant Member serving on a Standing Committee;

**Working Group** shall have the meaning set out in article 15;

**Working Group Member** shall mean a Member who forms part of a Working Group for the time being pursuant to article 15.

## **2 Interpretation**

In this Constitution, unless the context otherwise requires:

- (a) references to "days" are references to every day except a Saturday, Sunday or a Bank Holiday;
- (b) references to articles are to articles of this Constitution;
- (c) references to this Constitution are to this Constitution as amended from time to time;
- (d) references to the singular include the plural and vice versa and words denoting persons include individuals, bodies corporate, partnerships, unincorporated associations and other bodies (in each case, wherever resident).

## **3 Name**

The name of the association shall be the Procurement Lawyers' Association (the **Association**).

## **4 Objects and powers**

- 4.1 The Association is established to represent, promote and strengthen procurement law expertise by:

- (a) acting as a collective, public voice for its Members at the level of the United Kingdom and European Union, and to raise the profile of procurement law and procurement lawyers for the benefit of its Members;
- (b) providing a forum for discussion and debate about procurement law and related issues and a network for the exchange of information among Members;
- (c) providing education and training for both Members and third parties; and
- (d) doing such other things as may be conducive to the furtherance of (a) to (c) (inclusive) above or as may be for the general benefit of the Members.

4.2 In furtherance of such objects but not otherwise the Association shall have the following powers:

- (i) to arrange and provide for, or join in arranging and providing for, the holding of meetings, lectures, working groups, seminars and training courses;
- (ii) to bring together in conference representatives of voluntary organisations, commercial organisations, government departments, statutory authorities and individuals;
- (iii) to collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in the United Kingdom or overseas;
- (iv) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (v) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects;
- (vi) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions;
- (vii) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise;
- (viii) to accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;
- (ix) to effect such insurances in such amounts, for such risks as may be appropriate for the conduct of the affairs of the Association including, without limitation, any events and any activities of any Committee or any group howsoever constituted for the furtherance of the objects or policies of the Association;
- (x) to carry on trade in so far as either the trade is exercised in the course of the carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of any such object;
- (xi) to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such

objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;

- (xii) subject to such consents as may be required by law, to sell, lease or otherwise dispose of all or any of the property or assets of the Association;
- (xiii) to employ and pay any person to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (xiv) to invest the money of the Association not immediately required for the said objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (xv) to establish where necessary Branches (whether autonomous or not); and
- (xvi) to do all such other lawful things as are necessary for the attainment of such objects.

## **5 Membership**

- 5.1 Membership of the Association shall be open to Lawyers and individuals with an academic or professional interest in procurement law who are interested in furthering the work of the Association and who have paid the annual subscription applicable to the relevant class and category of membership as resolved by the Executive Committee from time to time.
- 5.2 The Executive Committee shall have the exclusive right to admit members to the Association and the approval or rejection of any application for membership shall be at the absolute discretion of the Executive Committee.
- 5.3 The Executive Committee shall have the power to create different classes of membership and different categories within each class of membership. The rights possessed by each class of membership and the individuals eligible to join a particular class of membership shall be determined by the Executive Committee and laid down in By-Laws.
- 5.4 There shall be a class of membership known as Full Membership and such members shall be known as Full Members. All Current Members are deemed to be Full Members.

## **6 Full Members**

- 6.1 Full Members shall have the right to:
  - (a) become a Committee Member;
  - (b) nominate a Committee Member; and
  - (c) vote at any General Meeting.

## **7 Executive Committee**

- 7.1 The Executive Committee shall consist of not less than those Executive Committee Members performing the Executive Roles from time to time (the **Executive Officers**).

- 7.2 The Executive Committee will consist of the Executive Officers and such other Relevant Members as may be elected from time to time pursuant to article 7.3 or co-opted pursuant to article 7.7. (such other Relevant Members to be known as **Members Without Portfolio**), provided that the Executive Committee shall not have more than 20 Executive Committee Members at any one time.
- 7.3 Election of Relevant Members to the Executive Committee shall take place at the Annual General Meeting.
- 7.4 Subject to article 7.6, a Member may not become Chairperson unless he/she is a Relevant Member elected as Chairperson at an Annual General Meeting; the appointment of Executive Committee Members to all other Executive Roles shall be determined by the Executive Committee at the first meeting of the Executive Committee following each Annual General Meeting.
- 7.5 The Executive Roles are set out in the table below:

<b>Executive Role</b>
Chairperson
Finance and Membership Secretary
Events Co-ordinator
Working Group Facilitator(s)
Website & Social Media Manager
CPD / External Accreditation Officer
Bar Co-ordinator

- 7.6 Any casual vacancy in the role of Chairperson may be filled by resolution of the Executive Committee and any individual appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting; any casual vacancy in any other Executive Role may be filled by resolution of the Executive Committee. For the purposes of this article 7.6, "vacancy" refers to a vacancy created by an Executive Officer who has ceased to be an Executive Officer (as by reason of their retirement, resignation or otherwise).
- 7.7 Subject to article 7.2, the Executive Committee may co-opt such number of Relevant Members as it sees fit and who shall serve until the start of the next Annual General Meeting after co-option, at which point they shall be automatically deemed to have retired.
- 7.8 Subject to article 7.9, election to the Executive Committee shall be for a period of 3 years. Election to the role of Chairperson shall be for a period of 3 years or until the date on which that person ceases to be an Executive Committee Member (whichever period is the shorter).
- 7.9 One-third of the Executive Committee shall retire annually but shall be eligible for re-election, the Executive Committee Members so to retire being those who have been longest in office since the last election. As between Executive Committee Members who have been in office the same length of time, those due to retire shall be chosen by lot.



- 7.10 Only Relevant Members shall be eligible to serve as Executive Committee Members.
- 7.11 In order to be elected to serve on the Executive Committee, a Relevant Member must be nominated by no less than 2 other Relevant Members, such nominations to be in the hands of the Finance and Membership Secretary no later than 24 hours before the Annual General Meeting.
- 7.12 Should the number of Relevant Members nominated exceed the total number of vacancies on the Executive Committee, election shall be by ballot or, if considered expedient by the Executive Committee, by a system of postal voting the arrangements for which shall be made by the Executive Committee. For the purposes of this article, the total number of vacancies will be vacancies created by those Executive Officers who have ceased to be Executive Officers by reason of their retirement, resignation or otherwise.
- 7.13 The proceedings of the Executive Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any Relevant Member.

## **8 Powers of the Executive Committee**

- 8.1 Subject to any other provision contained in this Constitution, the policy and general management of the affairs of the Association shall be directed by the Executive Committee.
- 8.2 The Executive Committee shall have power to enter into contracts for the purposes of the Association on behalf of all Members and may exercise on behalf of the Association any or all of the powers enumerated in article 4.2.
- 8.3 The Executive Committee shall appoint and fix the remuneration of any staff (not being Executive Committee Members) as may in its opinion be necessary.
- 8.4 The Executive Committee may establish such Standing Committees as it deems necessary and shall determine their terms of reference, powers, duration and composition. The Executive Committee shall also appoint a chairperson and secretary for each Standing Committee created pursuant to this article. All acts and proceedings of such Standing Committees shall be reported back to the Executive Committee as soon as possible.
- 8.5 The Executive Committee may delegate in writing any of its powers, rights and functions under this Constitution to a Standing Committee as it sees fit provided that any Standing Committee to which such a power, right or function is delegated has a minimum of three Relevant Members.
- 8.6 Unless otherwise stated in this Constitution, the Executive Committee shall act by a resolution of a simple majority of Executive Committee Members present and voting.

## **9 Meetings of the Committees**

- 9.1 The Committees shall convene as frequently as is deemed appropriate by the chairperson of the relevant Committee subject to the Executive Committee convening for a minimum of 4 meetings per year and any Standing Committee convening for such minimum number of meetings per year as may be set by the Executive Committee from time to time.
- 9.2 Meetings of the Committees may be convened by the relevant chairperson at any time and shall be so convened within 7 days of the written request of not less than 3 Committee Members of the relevant Committee.

- 9.3 At least 5 days' notice of any meeting of a Committee shall be given to all the Committee Members of the relevant Committee provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any relevant Committee Member shall not invalidate the proceedings of any such meeting (subject to article 10.2).
- 9.4 With the consent of all the Committee Members of the relevant Committee, a meeting may be convened upon shorter notice.
- 9.5 The Chairperson shall preside as chairperson at any meeting of the Executive Committee and the relevant chairperson appointed pursuant to article 8.4 shall preside as chairperson at the meeting of each Standing Committee. However, where the Chairperson or relevant chairperson is not present at the meeting or is unwilling to preside as chairperson, a Committee Member of the relevant Committee shall act as chairperson of the meeting by a simple majority vote of the Committee Members of that Committee present and voting.
- 9.6 Matters arising at any meeting of a Standing Committee shall be decided by a simple majority of the Standing Committee Members of that Standing Committee present and voting.
- 9.7 Subject to article 9.8, every Committee Member shall have 1 vote in each Committee to which they are appointed.
- 9.8 In the case of an equality of votes, the chairperson of the Committee shall be entitled to a second or casting vote.
- 9.9 All acts done bona fide by any meeting of a Committee or by an individual acting as a Committee Member shall be valid and be of full force and effect unless and until specifically revoked by a valid resolution in General Meeting.

## **10 Rules of procedure of Committee meetings**

- 10.1 Subject to any By-Laws and any other provision of this Constitution, each Committee may regulate its proceedings as it thinks fit.

### **10.2 Quorum**

- (a) No business shall be transacted at any Committee meeting unless a quorum is present. There shall be a quorum if for and so long as half of the Committee Members of that Committee are present or such other proportion of the Committee Members as the Association may in General Meeting from time to time determine.
- (b) Meetings may be held or joined via telephone and/or video conferencing facilities and Members using such facilities shall contribute to the quorum, should the Chairperson so determine.
- (c) No Executive Committee Member will be entitled to appoint a proxy and no Executive Committee Member will be entitled to exercise the vote of another Executive Committee Member.

### **10.3 Minutes**

Minute books shall be kept by each Committee and the Finance and Membership Secretary, or relevant secretary in the case of Standing Committees, shall enter into the relevant minute book a record of all proceedings and resolutions.

## **11 Determination of membership of Committees**

- 11.1 Unless the relevant Committee shall determine otherwise a Committee Member shall cease to hold office if he or she:
- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (b) resigns his or her office by notice in writing;
  - (c) is absent from 3 consecutive meetings of the Committee; or
  - (d) ceases to be a Relevant Member.
- 11.2 In addition to article 11.1, a Committee Member shall cease to hold office if, for good and sufficient reason, three-quarters of the Executive Committee Members entitled to vote pass a resolution that such Committee Member shall be removed from office. Any Executive Committee Member whose membership of a Committee is the subject of a vote pursuant to this article 11.2 will not be entitled to vote and shall not be counted when calculating whether a resolution has been passed.

## **12 Suspension and determination of membership**

- 12.1 All the rights and privileges (including, but not limited to, any reduced prices at events and functions organised or sponsored by the Association, voting rights and Committee membership) of a Member may be suspended for such a period as the Executive Committee sees fit in its absolute discretion, upon a resolution of the Executive Committee if, in its opinion, that Member's conduct is prejudicial to the interests or objects of the Association, but the individual Member shall have the right to be heard by the Executive Committee before the final decision is made.
- 12.2 A Member's membership may be terminated by the Executive Committee, upon a resolution of the Executive Committee if, in its opinion, that Member's conduct is prejudicial to the interests or objects of the Association, but the individual Member shall have the right to be heard by the Executive Committee before the final decision is made.
- 12.3 Any Member of the Association may resign his or her membership by giving the Finance and Membership Secretary written notice to that effect.
- 12.4 A Member shall cease to be a Member upon that Member's death.

## **13 General Meetings of the Association**

- 13.1 Once in each calendar year a general meeting of the Association shall be held at such time and place as the Executive Committee shall determine (the **Annual General Meeting**). Such Annual General Meeting shall not take place more than 15 months after the holding of the preceding Annual General Meeting. At least 15 days' notice shall be given in writing by the Finance and Membership Secretary to each Relevant Member.
- 13.2 At such Annual General Meeting the business shall include:
- (a) the election of Relevant Members to serve on the Executive Committee;
  - (b) the approval of any alteration or addition to this Constitution and/or any By-Laws;

- (c) the approval of any alteration to the rights and obligations of any class of membership;
- (d) consideration and approval of the annual subscription fees set by the Executive Committee;
- (e) the appointment of a properly-qualified auditor or auditors;
- (f) the consideration of an annual report of the work done by or under the auspices of the Committees;
- (g) the approval of the audited accounts of the Association relating to the preceding Financial Year;
- (h) the transaction of such other matters as are specified in the notice of the meeting; and
- (i) the transaction of such other matters as may from time to time be necessary.

13.3 The Chairperson may at any time at his or her discretion, and the Finance and Membership Secretary shall within 15 days of receiving a written request so to do signed by either:

- (a) not less than 10% of all the Relevant Members giving reasons for the request (the **Requesting Members**); or
- (b) three Executive Committee Members (not including the Chairperson),

call a Special General Meeting of the Association.

13.4 Unless otherwise agreed, a Special General Meeting must be held within 28 days after the date of the notice convening the meeting.

13.5 At least 10 days' notice shall be given of the Special General Meeting by the Finance and Membership Secretary to each Relevant Member. Any proposed amendments must be returned to the Chairperson within 7 days of the date of the notice.

13.6 A General Meeting may be called by the giving of shorter notice if it so agreed:

- (a) in the case of an Annual General Meeting, by all of the Executive Committee Members;
- (b) in the case of a Special General Meeting, by all of the Executive Committee Members and the Requesting Members.

## **14 Rules of procedure of General Meetings**

14.1 Notice

- (a) The notice of any General Meeting shall specify in writing the time and place of the meeting, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Members and to the Executive Committee Members and to the auditors for the time being.

- (b) The notice of a Special General Meeting shall contain written notice of such resolutions as the Requesting Members require and which may be properly moved at such Special General Meeting and may contain a common statement from the Requesting Members of not more than 1000 words with respect to the matters referred to in such resolutions.

#### 14.2 Quorum

No business shall be transacted at any General Meeting unless a quorum, as shall be resolved from time to time by the Executive Committee, is present.

#### 14.3 Voting

Save as otherwise provided, all questions arising at any General Meeting shall be decided by a simple majority of those Relevant Members present. Arrangements for proxy voting may from time to time be made by the Executive Committee provided that no such arrangements shall be made with regard to articles 21 and 22. In case of an equality of votes the Chairperson shall have a second or casting vote.

#### 14.4 Minutes

Minute books shall be kept by the Executive Committee and the Finance and Membership Secretary shall enter in the minute book a record of all proceedings and resolutions.

### 15 Working Groups

Working Groups shall be such groups of individual Members as may, with the approval of the Executive Committee, be formed within the Association for the furtherance of such of its common activities as the Executive Committee may determine. The Executive Committee, having taken into account the views of the Working Group, shall determine the terms of reference and functions of each such Working Group and the duration of its activities.

### 16 By-Laws

The Executive Committee shall have power to adopt and issue By-Laws for the conduct of Association business and any matters relating to membership of the Association. By-Laws shall come into operation immediately, but they shall be subject to approval by an affirmative resolution of the Association at the next General Meeting. No By-Law may be made which is not consistent with the provisions of this Constitution.

### 17 Subscription

- 17.1 Members shall pay, in advance, an annual subscription for each Membership Year for which they are a Member, in such amount as shall be resolved from time to time by the Executive Committee for the class and category of membership applied for.
- 17.2 No refund will be due to a Member who ceases to be a Member (for whatever reason) during their Membership Year.
- 17.3 Payment for subscription to the Association for each Membership Year shall only be made by online payment through the Association's website unless an alternative method of payment is agreed in advance with the Finance and Membership Secretary.
- 17.4 To enjoy continued membership, Members who have subscribed to the Association are required to re-subscribe on of the expiry of their Membership Year.

## **18 Finance**

- 18.1 The Executive Committee shall cause Books of Account to be kept which shall:
- (a) be open to inspection by any Relevant Member at any reasonable time on prior application to the Executive Committee and the Executive Committee's permission shall not be unreasonably withheld; and
  - (b) give a true and fair view of the state of affairs of the Association.
- 18.2 An audited statement of the accounts for the last Financial Year, in the form of an income and expenditure account and balance sheet, shall be submitted by the Executive Committee to the Annual General Meeting for approval and adoption. At its reasonable discretion and with regard to the objects and future requirements of the Association, the Executive Committee will also propose a resolution on how, if at all, any year-end surplus should be distributed.
- 18.3 A bank account shall be opened in the name of the Association with Royal Bank of Scotland, or with such other bank as the Executive Committee shall from time to time decide. All cheques must be signed by at least two Authorised Signatories or in accordance with such rules as may be set out in any bank mandate applicable from time to time to the extent that they specify differently.

## **19 Payments**

All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing contained in this article shall prevent:

- (a) any insurance policy being effected in the name of the Association;
- (b) distribution upon dissolution pursuant to article 22;
- (c) distribution of surplus assets pursuant to article 18.2;
- (d) the Executive Committee from effecting policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Executive Committee (or any Executive Committee Member) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; but no such insurance or indemnity shall extend to any claim arising from any act or omission which the Executive Committee (or any Executive Committee Member) knew to be a breach of trust, or breach of duty, or which was committed by the Executive Committee (or any Executive Committee Member) in reckless disregard of whether it was a breach of trust or breach of duty or not.

## **20 Indemnity**

To the extent not secured harmless by the operation of any insurance policy effected under articles 19(a) or 19(d), any Committee Member or Working Group Member acting in relation to any of the affairs of the Association shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which that Committee Member or Working Group Member shall or may incur or sustain by the proper execution of that Committee Member's or Working Group Member's duty or supposed duty in that Committee Member's or Working Group Member's respective

offices, trusts or roles. Neither shall any such Committee Member or Working Group Member be answerable for:

- (a) the acts, receipts, neglects or default of another Committee Member or Working Group Member;
- (b) joining in any receipts for the sake of conformity; or
- (c) the acts, receipts, neglects or default of bankers or other persons with whom any monies or effects belonging to the Association shall be placed or invested, or for any other loss, misfortune or damage which may happen in the execution of any respective offices, trusts or roles of such bankers or persons in relation thereto.

## **21 Alterations to this Constitution**

This Constitution may be altered by a resolution passed by not less than two-thirds of the Relevant Members present and voting at a General Meeting. The notice of the General Meeting must include notice of a resolution setting out the terms of the alteration proposed.

## **22 Dissolution**

If the Executive Committee resolves at any time that it is desirable to dissolve the Association, the Chairperson shall call a Special General Meeting of which not less than 15 days' notice (stating the terms of a resolution to dissolve the Association) shall be given. The resolution so proposed will be subject to the affirmative vote of all Relevant Members present at the Special General Meeting. If the resolution is affirmed by a two-thirds majority of those Relevant Members present and voting at such meeting the Executive Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed equally among the Relevant Members at the date of dissolution or transferred to a charity or association with similar objects, as the Relevant Members may decide.

## **23 Notices**

Any notice may be served by the Finance and Membership Secretary on any Member either:

- (a) personally;
- (b) on that Member's appointed representative for the time being;
- (c) by sending it through the first-class post addressed to such Member at that Member's last known business address in the United Kingdom (any letter so sent shall be deemed to have been received within 5 days of posting); or
- (d) via email at that Member's last known email address (and any email so sent shall be deemed to have been received within two days of sending).

## **24 Branches**

Members may seek to group themselves into Branches for the furtherance of the objects of the Association. Each Branch shall comply with and be subject to the following requirements:

- (a) the Branch shall act in pursuance of the objects and in accordance with the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the Executive Committee;

- (b) the title of the Branch shall be subject to the prior approval of the Executive Committee. No Branch shall be entitled to use the expression "Procurement Lawyers' Association" without the prior written approval of the Executive Committee;
- (c) the Branch will be deemed to have adopted the model rules for Branches as prescribed from time to time by the Executive Committee unless it has, with the prior written approval of the Executive Committee, adopted other rules;
- (d) the Branch may publish or disseminate materials solely in the name of the Branch for local purposes but such literature shall not contain any statement contrary to the objects or policy of the Association at the time being;
- (e) the Branch may not raise income of its own initiative without the prior written approval of the Executive Committee;
- (f) representations of whatever kind to other bodies and/or individuals may only be made by the Branch through or with the approval of the Executive Committee.

24.2 The Branch may be empowered by the Executive Committee to receive donations and any money received or raised by it may be expended by the Branch in its area solely for the furtherance of the objects of the Association. The Branch shall make returns to the Association in such form as may from time to time be determined by the Executive Committee.

24.3 Subject to the requirements set out in this article 24, the Branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Association or that of the Executive Committee or of any Executive Committee Member.

## **25 Affiliates**

The Association may become affiliated, upon a resolution of the Executive Committee, to any voluntary, government or commercial organisation (whether incorporated or unincorporated and including branches of national or international organisations) which wishes to support the objects and policy of the Association.