

COMMERCIAL FRAUD LAWYERS ASSOCIATION

CONSTITUTION

1. Name

The name of the Association shall be the Commercial Fraud Lawyers Association

2. Definitions

Commercial fraud litigation means claims in Court Proceedings for compensation or restitution arising from

(a) allegations of dishonesty concerning:

- i) false representation
- ii) failure to disclose information or
- iii) abuse of position

and shall, for the avoidance of doubt, also include

(b) allegations of any of the following

- i) conspiracy to defraud
- ii) sham agreements, sham trusts or forged instruments or other documents
- iii) claims for knowing receipt, dishonest assistance and dishonestly committed breach of fiduciary duty
- iv) fraudulent trading, transactions to defraud creditors
- v) bribery, corruption or money laundering

(c) obtaining, or otherwise dealing with freezing orders, search orders, orders for delivery up or other Norwich Pharmacal orders obtained in connection with litigation relating to any of the above

3. Objects

The Association shall have the following Objects and shall have the power to undertake such activities as are desirable for the attainment of the Objects:

- (a) the promotion of efficient and fair processes for the resolution of commercial fraud litigation including the means by which the parties may obtain redress
- (b) the provision of a forum for discussion amongst legal practitioners, the Judiciary, Law Enforcement Agencies, other bodies that have complementary objectives, and their international counterparts
- (c) the promotion of and liaison with like-minded associations in jurisdictions other than England and Wales
- (d) the promotion of specialist commercial fraud litigation skills within the financial sector, the business community and local and national government
- (e) the promotion of education and training in matters relating to practice as a lawyer specialising in commercial fraud litigation

- (f) the provision of a network for the exchange of information amongst members of the Association

4. Membership

- (a) Membership of the Association shall be open to solicitors, legal executives, and barristers in England and Wales and elsewhere who are substantially engaged in commercial fraud litigation
- (b) Any person may become a member of the Association upon meeting the following criteria:
 - i) fulfilling the requirements of clause 4(a) to the satisfaction of the Committee
 - ii) applying in writing to the Secretary of the Association in accordance with the application form issued by the Committee from time to time
 - iii) achieving a simple majority of votes by the committee in favour of his or her being invited to become a member
 - iv) paying the annual subscription fee
- (c) The Committee may decline any application for membership without assigning any reason for its decision
- (d) A member of the Association shall cease to be a member in any of the following circumstances:
 - i) on ceasing to be permitted to practise in any of the capacities set out in clause 4(a)
 - ii) on failing to pay the annual subscription fee when due
 - iii) on giving written notice to the Secretary of resignation
 - iv) on expulsion by the Committee for a failure to comply with the requirements of clause 4(a) or for any other reason, provided that in no case may expulsion occur before the member has had an opportunity to appear before the Committee and show cause as to why he or she should not be expelled
- (e) The Secretary shall maintain a register of members, which shall be open to any member for inspection on reasonable notice

5. The Committee

- (a) The Committee of the Association shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer and not more than 8 other members
- (b) Thereafter Committee members shall be elected by the Association at the Annual General Meeting
- (c) No member shall be a Committee member for more than 7 consecutive years
- (d) No more than two Committee members shall belong to the same firm, company or like body
- (e) The Committee shall meet as and when necessary on reasonable notice being given to all members of the Committee
- (f) The Committee shall meet at least 4 times a year and the quorum for any committee meeting shall be 3

- (g) The Secretary (or if not present, such other member of the Committee who shall be delegated) shall take minutes of each Committee meeting and the Secretary shall maintain minutes of the Committee meetings, which shall be available for inspection by any member on reasonable notice
- (h) Where a vacancy occurs among the elected members of the Committee, the Committee may fill the vacancy as it wishes from amongst the membership
- (i) The Committee may appoint between 1 and 3 Committee Members together with other members of the Association to any working party that the Committee may from time to time set up in order to carry out specified tasks in furtherance of the Objects

6. Meetings

- (a) The Annual General Meeting shall be held between 1 September and 30 November in each calendar year commencing in 2009
- (b) The Committee shall fix the exact date of the AGM and at least 21 days notice shall be given in writing to all members
- (c) The business of the AGM shall consist of:
 - i) the election of Committee members
 - ii) the approval of the accounts of the Association
 - iii) any other business of which notice has been given in accordance with paragraph 6(d)
- (d) Notice of any resolution to be proposed at the AGM shall be submitted in writing to the Secretary at least 14 days before the AGM, to be distributed to all members at least 7 days before the AGM
- (e) On the request of the Committee or of the Chairman or the Vice-Chairman, an Extraordinary General Meeting shall be called to take place as soon as reasonably possible and the provisions of 6(b) to (d) shall apply mutatis mutandis
- (f) The Chairman, or in his or her absence, the Vice-Chairman, or in his or her absence, a person nominated by the Committee shall preside at any AGM or EGM and the person presiding shall have a casting vote in case of equality of votes
- (g) The Secretary (or if not present, such other member of the Committee who shall be delegated) shall take minutes of each general meeting and the Secretary shall maintain minutes of the general meetings, which shall be available for inspection by any member on reasonable notice
- (h) The quorum for general meetings shall be 5

7. Finance

- (a) The annual subscription shall be £35 per calendar year (or part thereof), or such other sum as may be fixed from time to time by the Committee, and shall be due and payable within 30 days of being accepted as a member and thereafter by no later than 31 May of the year of the year of membership
- (b) The Treasurer shall ensure that all subscriptions and any other income are credited to a bank account in the name of the Association and the Chairman, Vice-Chairman, Treasurer and Secretary shall be the authorised signatories on the account
- (c) The Treasurer shall maintain proper accounts of the finances of the Association and shall produce accounts to the Association at the AGM

- (d) The Committee shall decide how and when withdrawals from the Association's account may be made, save that the Treasurer may make withdrawals of up to £1,000 in any period of 30 days. Any withdrawal exceeding £1,000 shall bear two authorised signatories
- (e) The Committee shall have the power to raise additional finances and receive contributions from any person, provided that the Association shall not undertake trading activities in raising funds for the Objects

8. Amendments to the Constitution

Amendments to the Constitution may be made at the AGM or at any EGM by a minimum 75% majority vote in favour of such amendment, provided that at least 14 days' written notice of the proposed amendment has been provided to all members

9. Notices

- (a) Notices are to be sent to members at one or more of the contact addresses provided by the member to the Secretary in the member's application for membership or which may be provided to the Secretary from time to time
- (b) Notice by email or fax shall be deemed to be written notice on the day on which such notice is sent
- (c) Any notices served by post or document exchange shall be deemed to have been received on the business day following that on which it was sent