

## **CONSTITUTION OF THE ANGLO-GERMAN CONSTRUCTION LAW PLATFORM**

### **1. NAME**

- 1.1 The name of the platform shall be the “The Anglo-German Construction Law Platform”.
- 1.2 The Platform shall be an unincorporated association with its office in England and a branch office in Germany. The address for each office of the Platform shall be determined by the Council.

### **2. INTERPRETATION OF TERMS**

- (a) “Council” shall mean the Council of the Platform as provided for under Section 8;
- (b) “General Meeting” shall mean Annual General Meeting or Special General Meeting as provided for under Section 10;
- (c) “Members” shall mean the Members as provided for under Section 5;
- (d) “Platform” shall mean the Anglo-German Construction Law Platform;
- (e) “Rules” shall mean the supporting rules to the Constitution as provided for under Section 13; and
- (f) “Section” shall mean the relevant section of this Constitution.

### **3. OBJECT**

The object of the Platform is to establish a working platform for debating practical construction law issues between the jurisdictions of England and Wales and Germany in order to foster in depth academic and professional exchange on aspects of international construction law and create greater collaboration by means of meetings, lectures and study and research.

### **4. ACTIVITIES**

In furtherance of the above objective the Platform may engage in the following activities:

- (a) Promoting, supporting, organising or participating in conferences, seminars, exhibitions, scholarships, courses, lectures, social events and similar projects;

- (b) Instigating research and studies and working parties, obtaining information on all aspects of national (Germany and England and Wales) and international construction law and publishing such results;
- (c) Publishing or communicating by any desirable and effective means information relating to national (Germany and England and Wales) or international construction law, and all related matters;
- (d) Establishing relationships, association and liaison with other persons and other bodies both within Germany, the United Kingdom and overseas with similar or related objectives and exchanging information, studies and results concerning all related matters. This shall include, but not be limited to, universities and other educational institutions, professional bodies in construction law and organisations representing various levels of the construction industry;
- (e) Employing people or agents (not being members of the Council) as may be necessary to further the object of the Platform;
- (f) Subject to such consents as may be required by law and if so directed by the Council, leasing any property which may be required for the purposes of the Platform;
- (g) Collecting subscriptions, donations and grants and other moneys relevant or incidental to the object of the Platform and disbursing or transferring such moneys;
- (h) Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties; and
- (i) Being registered as a charity if so directed by the Council.

## **5. MEMBERS**

### **Categories of Membership**

5.1 There shall be five categories of membership:

- (a) Founder Membership;
- (b) Standard Membership and Overseas e-Membership;
- (c) Honorary Membership;
- (d) Co-opted Membership; and
- (e) Association Membership.

5.2 The categories of membership are described as follows:

- (a) Founder Membership
  - (i) The Founder Members are as follows:
    - Dr. Wolfgang Breyer;
    - Prof. Stefan Leupertz;
    - Dr Alfons Schulze-Hagen;
    - Prof. Dr. Antje Boldt;
    - HH Humphrey Lloyd QC;

- Prof. David Mosey;
  - Prof. Rudi Klein;
  - Andrew Burr; and
  - Christopher Ennis.
- (ii) Founder Members shall have all of the benefits of Standard Overseas e-Membership plus the additional benefits set out in this Constitution.
- (iii) Founder Members shall not pay any admission fee or annual membership fee but shall retain the right to sit on the Council in accordance with this Constitution.
- (b) Standard and Overseas e-Membership
- (i) Applicants for Standard and Overseas e-Membership shall declare in writing a serious and active interest in either national (Germany or England and Wales) or international construction legal studies.
- (ii) Applications for Standard and Overseas e-Membership shall be in writing addressed to the Platform and must be signed by the applicant who shall undertake, if granted membership, to conform to this Constitution and any Rules and requirements of the Platform.
- (iii) The granting of membership to applicants shall be by the Chairman and one other member of Council, who shall grant Standard or Overseas e-Membership to any suitably qualified applicant unless there is sufficient contrary reason.
- (iv) Any Member on the Council is permitted to nominate potential Standard or Overseas e-Members for admission to the Platform subject to the same requirements and procedure in this Section.
- (c) Honorary Membership
- (i) The Council may elect any persons as Honorary Members of the Platform for such periods as the Council thinks fit on account of their distinction and eminence in the field of international construction legal studies. The Council may determine to grant the Honorary Member a seat on the Council for any period it thinks fit.
- (ii) Except for the Founder Member who is appointed the office of the President, any following President shall be an Honorary Member, with additional rights and obligations given to the President under the Constitution.
- (iii) The Council is permitted to withdraw the Honorary Member status from the Council subject to a resolution made by the Council.
- (iv) No Honorary Member shall in any circumstances have the right to vote at any meeting of the Council or the Platform.
- (d) Co-opted Membership

- (i) The Council may invite any persons as Co-opted Members to the Platform for a seat on the Council and for such periods as the Council thinks fit on account of their active interest in either national (Germany or England and Wales) or international construction legal studies.
  - (ii) The Council is permitted to withdraw the Co-opted Member's seat from the Council subject to a resolution made by the Council.
  - (iii) No Co-opted Member shall in any circumstances have the right to vote at any meeting of the Council, unless otherwise decided by the Council.
- (e) Association Membership
- (i) The Council may create a seat on the Council of the Platform for an Association on account of its active interest and relevance to either national (Germany or England and Wales) or international construction legal studies. The Association shall be permitted to nominate any person represent that Association and to take its seat at the Council, however any such nomination is subject to final approval by the Council.
  - (ii) The Council shall be allowed to withdraw the Association seat from the Council subject to a resolution made by the Council.
  - (iii) No Association Member shall in any circumstances have the right to vote at any meeting of the Council, unless otherwise decided by the Council.

## **6. MEMBERSHIP FEES**

- 6.1 An applicant admitted as a Standard or Overseas e-Member must, on admission to membership, pay an admission fee as determined from time to time by the Council or fixed by the Rules.
- 6.2 In addition to the admission fee payable by the Standard or Overseas e-Member under Section 6.1, the Member of the Platform must pay an annual membership fee as determined from time to time by the Council or fixed by the Rules.
- 6.3 The following Members of the Platform shall not be required to pay any admission or annual membership fees, unless otherwise determined by the Council:
- (a) Founder Members;
  - (b) Honorary Members;
  - (c) Co-opted Members; and
  - (d) Association Members.

## **7. CESSATION, RESIGNATION AND REMOVAL OF MEMBERS**

- 7.1 If any Standard or Overseas e-Member fails to pay their annual subscription within three months after it becomes due their membership shall lapse automatically.
- 7.2 Any Member who has paid their annual membership fees to date may resign from the Platform by sending a letter or e-mail of resignation to the administration or the Secretary.

- 7.3 If it appears to the Council or shall be represented to the Council by a requisition in writing signed by three or more Members that there has been reason to believe that any Member has been guilty of conduct which in the absence or satisfactory explanation will render such member unfit to remain a Member the Council may send to such Member a statement in writing of the conduct alleged and shall afford the Member an opportunity of giving an explanation in writing or in person as such Member may elect.
- 7.4 If on consideration of the Member's explanation the Council shall be of the opinion that such Member should be excluded from the Platform then the Council shall vote on the matter and provided that no less than two-thirds of the Council votes in favour of such exclusion the Member shall cease to be a Member of the Platform, but shall not cease to be liable for any arrears of any membership fees.

## **8. COUNCIL**

### **Composition of the Council**

- 8.1 The Platform shall be governed by a Council which shall comprise:
- (a) For the first term of three years:
    - (i) All the Founder Members; and
    - (ii) Co-opted or Association Members, if any (the number of Co-opted and/or Association Members not exceeding the maximum number of officers allowed under the Constitution).
  - (b) After the first term of three years:
    - (i) Standard Members voted onto the Council following the first three year term;
    - (ii) All the Founder Members (irrespective whether the Founder Member is no longer performing an office role); and
    - (iii) Co-opted or Association Members, if any (the number of Co-opted and/or Association Members not exceeding the maximum number of officers allowed under the Constitution).

### **Role of the Council**

- 8.2 The Council shall, subject to the control of General Meetings (but not so as to render invalid any act done by the Council prior to a resolution of a General Meeting), conduct and manage all the affairs of the Platform, exercise all the powers, authorities and discretions of the Platform, determine fees for membership, obtain all such concessions, grants, acts and authorisations from any Government or authority, enter into such contracts, appoint Auditor or Independent Examiner (where required under law) and do all such other things as may be necessary for furthering the object of the Platform.

### **Election of the Council**

- 8.3 Subject to any Section in this Constitution which states otherwise:
- (a) the Council Members shall be elected by the Members of the Platform at the Annual General Meeting designated for such elections in accordance with Section 10 of the Constitution; and

- (b) the term for each Council Member shall be two years commencing from the end of the Annual General Meeting designated for such elections. Each Council Member shall be eligible for re-election.

#### **Attending Meetings of the Council**

- 8.4 The Council shall hold no less than two meetings every calendar year with the location and time to be determined by the Chairman and Vice-Chairman.
- 8.5 At all meetings of the Council, the Chairman shall be present, or, if not, the Vice-Chairman, then a Member of the Council chosen by the Council, shall preside as Chairman.
- 8.6 Any resolution or decision of the Council shall be determined by a majority of votes of the Council Members in attendance whether in personal or by teleconference.
- 8.7 Each Council Member shall be entitled to one vote however, in the event of an equality of votes, the Chairman may exercise a second or casting vote.

#### **Vacancy in office of the Council**

- 8.8 A vacancy shall occur in an office of the Council if:
  - (a) Member of the Council dies;
  - (b) Member's resignation is accepted by the Council;
  - (c) Member of the Council resigns;
  - (d) Member of the Council ceases for any reason to be a Member of the Platform;
  - (e) Member is suspended, expelled or disqualified by the governing organisation for the Member's respective profession or institution or Tribunal or Court;
  - (f) Member is determined by the Council to no longer have any good character of standing; or
  - (g) Member of the Council has been adjudged bankrupt.
- 8.9 In addition to Section 8.8, a vacancy shall occur in an office of the Council if a Council Member has failed to attend at least one third of all meetings of the Council between the previous Annual General Meeting and up to and including the penultimate meeting before the next Annual General Meeting, except if the Council Member had reasonable grounds for not attending such number of meetings. If the relevant Council Member believes that they had reasonable grounds for not attending such number of meetings, they may present such grounds to the other Council Members in writing at or prior to the said penultimate meeting of the Council, and those other Council Members shall decide at the penultimate meeting before the next Annual General Meeting whether reasonable grounds for non-attendance do or do not exist.
- 8.10 A resolution of the Council declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and the grounds of the vacation stated in the resolution.
- 8.11 A casual vacancy may be filled by election by the Council and the Member so elected shall sit on the Council until the next Annual General Meeting.
- 8.12 Elections at the Annual General Meetings and by the Council shall be conducted in accordance with such Rules as may be passed by the Council from time to time.

- 8.13 Not less than twenty eight days before the date of the Annual General Meeting each Council Member shall notify the Secretary in writing whether or not he wishes to be a Member of the Council for the next election year. Any Council Member who fails so to notify the Secretary or who notifies the Secretary that he does not wish to be a Member of the Council shall not be a Member of the Council for the relevant year.

## **9. OFFICERS**

### **Officers of the Council**

- 9.1 The officers of the Council shall be:

- (a) President;
- (b) Chairman;
- (c) Vice-Chairman;
- (d) Secretary;
- (e) Treasurer; and
- (f) Academic Director.

### **Election of the Officers**

- 9.2 The Council may appoint any person (who need not be a member of the Platform) as President to serve for the term outlined in these Rules, or such lesser period as the Council may decide. The President shall have no right to vote at any meeting of the Council, unless otherwise decided by the Council.
- 9.3 The President shall ensure that the object of the Platform is being generally pursued by the Council by making comments and recommendations to be submitted for the Council's review.
- 9.4 The Chairman, Vice-Chairman, Treasurer, Secretary and Academic Director shall be elected by the Council from the Council constituted at the Annual General Meeting.
- 9.5 The offices of Treasurer, Secretary and Academic Director may comprise two Members with one being located in Germany and the other in England and Wales.
- 9.6 The Academic Director shall be elected by their respective Association to sit on the Association's seat on the Council. If the Academic Director leaves the Association, the Council shall determine whether to allow the Member to continue performing the office of Academic Director or remain on the Council as an Honorary Member.
- 9.7 A Member may hold two offices if determined by the Council (other than the offices of President, Chairman and Vice Chairman). The Member holding two offices shall be entitled to one vote for each office position.
- 9.8 The maximum number of officers allowed under the Constitution shall not exceed nine officers.

### **Officers' Term and Vacancy**

- 9.9 The term of office for each officer serving on the Council shall be two years, excluding the President where the Council may decide a lesser term.

- 9.10 The terms of office shall commence from the end of the Annual General Meeting electing the Council Member until the conclusion of the Annual General Meeting two years after the date of that Member's election.
- 9.11 The President may only hold such position for a maximum of two terms should the Council decide to re-appoint the incumbent President.
- 9.12 Any vacancies in the officers of the Council may be filled by the Council or Members elected by the Council and such appointment shall be for the unexpired term of office.
- 9.13 The Academic Director shall serve for such period or periods as may be decided by the Council.

#### **Founder Members as officers for first term**

- 9.14 Irrespective of any Section of this Constitution, the Founder Members shall be the officers of the Council for the first term of the Platform which shall be for three years and shall be eligible for re-election.
- 9.15 If a Founder Member is not re-elected in accordance with Section 8.3 after the first term of three years in the this Section or resigns from being an officer, that Founder Member shall be allowed to remain on the Council, however such Founder Member shall only be permitted the right to accept or reject a new Member onto the Council or the Platform.

### **10. MEETINGS**

#### **Annual General Meeting**

- 10.1 The Annual General Meeting shall be held between 1 January and 1 April of each year and shall be convened at such place and time as the Council thinks fit.
- 10.2 The Council will decide on the business which is to be transacted at an Annual General Meeting and notify all the Members of such business to be transacted. The business of an Annual General Meeting is to include, but not be limited to, the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the Council reports on the activities of the Platform during the last preceding financial year;
  - (c) to receive and consider any financial statement (if any); and
  - (d) if it is election year, to elect officers of the Council.

#### **Special General Meetings**

- 10.3 A Special General Meeting may at any time be called by the Council.
- 10.4 Ten or more Members may at any time require the Council to call a Special General Meeting for the general consideration of any motion set out in the requisition.
- 10.5 Every such requisition shall be in writing signed by the Members who make it and sent to the Secretary. The Council shall call a meeting in pursuance of such requisition, to be held not earlier than forty days from the date of receipt.



- 10.6 Notice of every Special General Meeting specifying the object of it including any motion to be moved and stating on whose requisition the meeting has been called and its premises (if any) shall be sent to each Member by the Secretary not less than twenty days before the date for holding the meeting.
- 10.7 No business shall be transacted at a Special General Meeting other than business of which notice has been given.
- 10.8 At Special General Meetings the order of the proceedings shall so far as applicable be the same as at Annual General Meetings.

### **General**

- 10.9 To constitute a General Meeting there must be no fewer than ten Members present.
- 10.10 Every General Meeting shall have power to adjourn to a date determined by the Council.
- 10.11 Whenever a General Meeting shall, in consequence of the non-attendance of a sufficient number of Members, or by the resolution of the Members present, be adjourned to a future date, notice of the adjournment shall be sent to the Members.
- 10.12 If there are fewer than ten Members present at an adjourned General Meeting, the meeting shall progress as if it were an ordinary General Meeting.
- 10.13 All questions (except for amendments to the Constitution under Section 14) at a General Meeting shall be decided by a majority of:
- (a) the Members in attendance and voting;
  - (b) the Members voting by electronic means; and
  - (c) the Chairman shall, in the event of an equality of votes, have a second or casting vote.
- 10.14 The Chair at any General Meeting shall be taken by the Chairman or if absent the Vice-Chairman or if absent a Member appointed by the Council.

### **Election of Members to Council**

- 10.15 Members will be elected to the Council by votes cast as follows:
- (a) Members in attendance and voting at the Annual General Meeting; or
  - (b) Members voting by post or e-mail in advance of the Annual General Meeting.
- 10.16 For the avoidance of doubt, no Member shall be permitted to vote by both personal attendance and non-personal attendance (post or e-mail), and each Member shall be entitled to one vote only. In the event that a Member records their vote by both methods, or otherwise votes more than once, whether inadvertently or otherwise, that Member's votes will be invalid.
- 10.17 Votes cast by either method shall be accorded the same weight and in the event of an equality of votes the Chairman at the Annual General Meeting shall have a second or casting vote.
- 10.18 Members shall be eligible to vote only if they have paid their current annual subscription at the time they cast their vote.

- 10.19 Detailed Rules for postal voting shall be determined from time to time by the Council in accordance with the provisions of Section 8.12.
- 10.20 For the purposes of this Section, postal voting shall include voting by facsimile transmission or by electronic means.
- 10.21 Honorary Members, Association Members and Co-Opted Members shall have no voting rights at a General Meeting.

## **11. ACCOUNTS**

- 11.1 The Council shall cause true accounts to be kept:
- (a) of the sums of money received and expended by the Platform and the matters in respect of which such receipts and expenditure take place; and
  - (b) of the assets and liabilities of the Platform.
- 11.2 The Treasurer(s) shall be allowed to open and handle the Platform's bank accounts on behalf of the Platform or as directed by the Chairman or Council. If there is more than one Treasurer, the Treasurers do not require the approval of the other in handling the Platform's bank accounts.
- 11.3 The books of account shall be kept at the office of the Platform in England or at such other place or places as the Council may think.
- 11.4 The accounts and books of the Platform shall be open to inspection by Members at the Annual General Meeting.
- 11.5 The Council shall lay before the Platform at the Annual General Meeting an account of the receipts and the expenditure and the assets and liabilities up to the end of the last financial year. Provided always that the date to which the accounts are made in each year may be altered by a resolution of the Members in General Meeting either for any year in particular or permanently.
- 11.6 If required under law, an Auditor or Independent Examiner shall be appointed to perform an audit or independent examination. No person who is a Member of the Council or holds any other office under the Platform shall be eligible for appointment as Auditor or Independent Examiner.
- 11.7 The Auditor or Independent Examiner shall make a report on the balance sheet and accounts to be submitted to the Annual General Meeting and that report shall be annexed to the accounts or a reference thereto shall appear at the foot thereof and in the former case a copy of the Auditor's or Independent Examiner's report shall be sent with the accounts to every Member and in either case the report shall be read at the relevant General Meeting.
- 11.8 All sums of money not immediately required for the business of the Platform shall from time to time be deposited in a bank or otherwise invested as directed by the Council. Money of the Platform requiring to be invested shall be invested in any investments from time to time authorised by the Council for the investment of trust funds.

## **12. NOTICES**

A notice may be given to any Member either by delivering of the same to them personally, by sending it to them by post at their usual or notified address or by electronic means. When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting an envelope containing such notice and unless the contrary is proved, service shall be deemed to have been effected at the time at which the same would have been delivered in the standard post, prepaid and addressed to a Member at their registered address, shall be deemed conclusive evidence thereof. Notices served by electronic means shall be deemed to have been received at the time of transmission.

### **13. RULES**

The Council may from time to time make Rules consistent with any provisions of this Constitution as it may think fit for the more effective conduct of the object of the Platform and from time to time rescind the same and make and publish other Rules in lieu of, substitution for, or addition to the same and the Rules for the time being in force shall be binding upon all the Members.

### **14. AMENDMENT**

- 14.1 Irrespective of any other Section, this Constitution may be altered by a resolution passed by at least two-thirds of the total Members voting in person at a General Meeting or by email or post.
- 14.2 Such a resolution must be received by the Secretary at least twenty days before that meeting, and notice (including the proposed alteration) must be given by the Secretary to Members at least fourteen days before the meeting. If the Platform shall have been registered as a charity no alteration to Section 3, this Section or Section 15 shall have effect unless and until approved in writing by the Charity Commissioners or other authority having charitable jurisdiction, and no alteration shall be made which would cause the Platform to cease to be a charity.

### **15. DISSOLUTION**

The Platform may be dissolved by resolution requiring at least two-thirds of the total Members voting in person at a General Meeting or by email or post. Upon dissolution, after satisfaction of liabilities, the assets shall be applied to such charitable purpose similar to the object of the Platform as the General Meeting may select and in absence of such selection for some other charitable purpose.

### **16. COMING INTO FORCE**

This Constitution shall come into force immediately as of 28 January 2014.

## AMENDMENT TABLE

<b>Section</b>	<b>Amendment</b>	<b>Effective Date</b>
New 11.2	The Treasurer(s) shall be allowed to open and handle the Platform's bank accounts on behalf of the Platform or as directed by the Chairman or Council. If there is more than one Treasurer, the Treasurers do not require the approval of the other in handling the Platform's bank accounts.	6 October 2014