

COMMERCIAL REAL ESTATE LEGAL ASSOCIATION

Rules (as amended by Special Resolution passed at the first AGM of CRELA on 7 July 2011) as further amended at the Second AGM of CRELA on 12 July 2012 and the third AGM of CRELA on 25 June 2013

1 NAME

The name of the association shall be "Commercial Real Estate Legal Association" ("CRELA").

2 OBJECTS

2.1 CRELA is a non-profit unincorporated association.

2.2 CRELA is an association for lawyers who mainly undertake non-contentious transactional and advisory work relating to commercial real property (but not for lawyers who are specialists in environmental law, planning, construction or residential property).

2.3 The objects of CRELA shall be to:

2.3.1 promote specialist non-contentious commercial real estate legal skills within the property industry and among others with interest in real estate;

2.3.2 provide a forum in which members can share knowledge and information with a view to improving and enhancing transactional and other procedures for the benefit of practitioners and clients; and

2.3.3 provide a network for social, educational and training events.

2.4 CRELA shall be non-political, non-discriminatory and non-sectarian.

3 MEMBERSHIP

3.1 Members of CRELA may only be individuals.

3.2 The initial members of CRELA shall be the individuals who have signed these rules (the "**Founding Members**").

3.3 Thereafter, membership of CRELA shall be open to any lawyer who:

3.3.1 mainly undertakes non-contentious transactional and advisory work relating to commercial real property (but not specialists in environmental law, planning, construction or residential property);

3.3.2 who has signed and delivered to CRELA a completed application form; and

3.3.3 has paid the annual subscription fee laid down from time to time by the Committee (as defined below).

3.4 The application form shall be in such a form as the Committee may from time to time determine. Application forms for membership will usually be available from CRELA's website, when established.

3.5 By signing and delivering an application form to CRELA, every such person shall be deemed to agree to submit to and to abide by these rules (as from time to time in force).

3.6 The Committee may nominate individuals to be honorary members of CRELA ("**Honorary Members**"). Honorary Members shall remain members of CRELA indefinitely unless the Committee terminates their membership in accordance with section 3.12.

- 3.7 Honorary Members shall not have to meet any of the membership requirements in section 3.3 of these rules including payment of the annual subscription fee but shall have the same rights under these rules as any other member.
- 3.8 For the avoidance of doubt, the Founding Members do not have to meet the membership requirements in section 3.3.1 and 3.3.2 but shall pay the annual subscription fee.
- 3.9 CRELA shall maintain a list of members of the organisation. A person who has satisfied the requirements of section 3.3 of these rules shall become a member of CRELA when their name is included in the list of members
- 3.10 A member may relinquish their membership by giving one month's written notice to any member of the Committee of CRELA.
- 3.11 A member shall also cease automatically and without further formality to be a member of CRELA if they have failed to pay their annual subscription fee within 3 months of the due date for payment.
- 3.12 The Committee may (acting reasonably and in good faith) decide to terminate the membership of any person (a "**Notified Person**") on the terms of rule 3.13 if the Committee is of the opinion that the interests of CRELA so require.
- 3.13 If the Committee wish to terminate the membership of a Notified Person, written notice shall be sent on behalf of the Committee to the Notified Person (a "**Termination Notice**"). The Termination Notice shall specify the date on which termination is to take effect (which shall not be less than 14 days after the date of the Termination Notice). The Termination Notice shall also indicate that the Notified Person shall have the right to make representations to the Committee and, if requested, to make those representations in person before the Committee (an "**Appeal**"). Such person shall not be entitled to be represented legally or otherwise at any Appeal.
- 3.14 If an Appeal is requested, the termination of membership shall not take effect until the Appeal has taken place and the Committee has voted on the proposed termination. If, following the Appeal, the Committee resolve by a majority decision to confirm the termination, the membership of the Notified Person shall be terminated with effect from the end of the Appeal or, if later, the decision of the Committee. Whenever the possible termination of a member is under consideration, the Committee shall have power to exclude that member from any events or other activities organised by CRELA and any benefits provided by CRELA from the date of the Termination Notice until the final decision has been made.

4 **SUBSCRIPTIONS AND OTHER FUNDS**

- 4.1 Members shall pay such annual subscriptions as shall from time to time be prescribed by the Committee. Any such subscription shall first be payable on the date on which the member's name is included in the list of members and thereafter on the 1 September in each year they remain a member. For the avoidance of doubt the first subscription paid by a member shall be paid in full independent of the date that the member's name is included in the list of members and not on a pro-rata basis.
- 4.2 All moneys raised by or on behalf of CRELA shall be applied to further the objects of CRELA and to pay the reasonable expenses of the Officers (as defined below) incurred in furthering such objects or performing any duty as required by these rules but for no other purpose.

5 **OFFICERS AND COMMITTEE**

- 5.1 There shall be a committee of CRELA (the "**Committee**") which shall initially be constituted of the Founding Members and thereafter shall be elected by the members each year at the Annual General Meeting.
- 5.2 Thereafter, the Committee shall consist of up to 12 elected members of CRELA and shall include the following officers (the "**Officers**"):

- 5.2.1 the Chairman;
 - 5.2.2 the Vice-Chairman;
 - 5.2.3 Honorary Secretary; and
 - 5.2.4 Honorary Treasurer.
- 5.3 The Committee may appoint a member to fill any vacancy which occurs during any year amongst the Officers or any other member of the Committee. The Committee shall also have power to co-opt up to 6 additional members of CRELA on to the Committee.
- 5.4 The Committee shall be responsible for the general management of CRELA.
- 5.5 The Committee shall meet at least 3 times per year.
- 5.6 The Committee may determine its own method of operating subject to the following rules:
- 5.6.1 at least 4 members of the Committee must be present for a Committee meeting to be valid;
 - 5.6.2 meetings of the Committee shall if possible be held in person but telephone meetings shall also be permitted;
 - 5.6.3 but a written resolution signed by all the members of the Committee is valid. Such members can each sign a separate copy of the written resolution and need not therefore all sign the same copy;
 - 5.6.4 decisions shall be taken by a simple majority of those present and voting;
 - 5.6.5 the chairman of any meeting of the Committee shall have a casting vote; and
 - 5.6.6 the Chairman shall chair meetings of the Committee. The Vice-Chairman shall deputise for the Chairman in the Chairman's absence. If neither the Chairman nor the Vice-Chairman is present at the time fixed for the meeting, any other Officer may, with the agreement of the Committee members present, chair the meeting.
- 5.7 The Officers must be members of CRELA. The Officers and each other member of the Committee shall serve in an honorary capacity only and, shall hold office only until the next Annual General Meeting and shall be eligible for re-election.
- 5.8 The Committee shall cause minutes to be kept of all Committee meetings, and of all General Meetings (as defined below). Any member of CRELA may request to see any such minutes.

6 DETERMINATION OF MEMBERSHIP OF COMMITTEE

A member of the Committee shall cease to hold office if he or she:

- 6.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 6.2 is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
- 6.3 notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

7 COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 7.1 No member of the Committee shall acquire any interest in property belonging to CRELA (otherwise than as a trustee for CRELA) or receive remuneration or be interested (otherwise than as a member of the Committee as set out in section 7.2 of these rules) in any contract entered into by the Committee.

7.2 Any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in a professional capacity on behalf of CRELA (but a majority of the members of the Committee must not benefit under this provision).

7.3 A member of the Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

8 COMMITTEE'S POWERS

8.1 Subject to these rules, the Committee shall have responsibility for the management of CRELA and its affairs, property and funds.

8.2 In furtherance of the objects of CRELA (but subject to these rules), the Committee shall have power to:

8.2.1 raise funds by appeals or subscriptions;

8.2.2 invest funds in any lawful manner or set aside funds for special purposes or reserves;

8.2.3 open and operate bank accounts in the name of and for CRELA;

8.2.4 acquire, hold and dispose of property and assets;

8.2.5 subject to any consents required by law, borrow money and charge all or any part of the property of CRELA with repayment of the money so borrowed;

8.2.6 employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects of CRELA and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

8.2.7 take out and maintain any insurance for any officers or members;

8.2.8 indemnify the officers and members of CRELA acting properly in the course of running CRELA against liability incurred in the proper running of CRELA (but only to the extent of CRELA's assets);

8.2.9 co-operate with other associations, charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar objects and to exchange information and advice with them;

8.2.10 establish or support any trusts, associations or institutions formed for all or any of the objects of CRELA;

8.2.11 appoint sub-committees for any special object or purpose (and any such sub-committee shall have, subject to this section 8.2, any such powers as may be defined by or awarded to them by the Committee); and

8.2.12 to do all such other lawful things as are reasonably necessary to advance or further CRELA's objects.

8.3 No expense shall be incurred in the name of CRELA except as previously authorised by the Committee.

8.4 Any funds of CRELA shall be deposited into such bank account as may from time to time be determined by the Committee. All cheques and instructions concerning such bank account shall bear the signatures of any two of the Officers.

8.5 Any contract or other document to be entered into by or in the name of CRELA shall be signed by any two of the Officers on behalf of and for CRELA and its members.

- 8.6 The Honorary Treasurer (or any other Officer when there is no Honorary Treasurer) shall:
- 8.6.1 keep account of all monies received and expended by or on behalf of CRELA; and
 - 8.6.2 prepare (or employ an accountant or firm of accountants to prepare) and submit a financial statement (the “**Financial Statement**”) every twelve months in sufficient time for it to be available in draft at the Annual General Meeting and to publish the Financial Statement on CRELA’s website as soon as reasonably practicable after the Financial Statement is made final.

9 MEETINGS OF MEMBERS

- 9.1 All meetings of the members of CRELA shall be called “**General Meetings**”.
- 9.2 Once in each calendar year a General Meeting called an Annual General Meeting (the “**Annual General Meeting**” or “**AGM**”) shall be held. After the first AGM has been held, an AGM must be held no more than 15 months after the last AGM.
- 9.3 Apart from the AGM, General Meetings may be held:
- 9.3.1 as and when deemed necessary by the Committee; or
 - 9.3.2 within 30 days following receipt of a requisition given to any Officer and signed by at least 24 members.
- 9.4 A minimum of 21 days’ notice in writing (including email but excluding messages sent via SMS text messaging or mobile phone) must be given to all members of all General Meetings.
- 9.5 The quorum for a General Meeting is 10 members present in person at the start and for the duration of the meeting. The Chairman or, in his/her absence, any other Officer shall chair the General Meeting.
- 9.6 Except as provided by these rules, every resolution at a General Meeting shall be decided by a simple majority of those members present and voting on a show of hands. Proxy or postal votes will not be allowed. Each member shall have one vote.
- 9.7 Subject to these rules, the Committee may determine any other formalities in connection with General Meetings.
- 9.8 At each AGM:
- 9.8.1 the members will elect the Committee to serve until the next AGM;
 - 9.8.2 the draft Financial Statement will be presented to the meeting;
 - 9.8.3 the Committee will present a report on CRELA’s activities since the last AGM; and
 - 9.8.4 the members may deal with any other business properly put to the meeting provided 14 days’ notice in writing of the matter to be considered has been given to the Committee.
- 9.9 Nominations for elections of the Officers and other Committee members must be received no later than 7 days before the date fixed for the AGM. Any member may nominate a candidate for election. Nominations must also be accompanied by the candidate’s indication of his/her willingness to stand for election (except where the candidate is already a member of the Committee). If insufficient nominations are received in advance, the chairman of the AGM may, in his/her sole discretion, accept nominations at the meeting provided the candidate is present at the meeting and indicates his/her willingness to stand for election.

10 **LIABILITY**

The liability of each member in respect of CRELA shall be several only and shall (to the fullest extent permitted by law) be limited to the amount (if any) paid by that member by way of annual subscription.

11 **WINDING UP**

11.1 CRELA shall be wound up if not less than three quarters of the members present and voting at a properly convened General Meeting vote in favour of a resolution to wind up CRELA.

11.2 If CRELA is wound up, the Committee shall be responsible for the orderly winding up of CRELA's affairs.

11.3 If on a winding up of CRELA, after all CRELA's debts and liabilities have been satisfied or settled, there remains any property, it shall not be paid to or distributed amongst the members of CRELA but shall be given to or transferred to some other group or groups having objects similar to the objects of CRELA or to a registered charity, in accordance with any resolution of the members passed by not less than three quarters of the members present and voting at a properly convened General Meeting.

12 **ALTERATIONS**

Any alteration, amendment or addition may be made to these rules if not less than three quarters of the members present and voting at a properly convened General Meeting vote in favour of a resolution to approve any such alteration, amendment or addition.

13 **AVAILABILITY OF THESE RULES**

A copy of these rules shall be available on CRELA's website and on application to any Officer.

14 **INTERPRETATION**

Where there is any doubt as to interpretation of any of these rules, the decision of the Chairman of the Committee shall be final and binding (in the absence of fraud or manifest error).

15 **NOTICES**

15.1 All notices with respect to CRELA or these rules shall be in writing and signed by or on behalf of the person giving it. In the case of any notice served by email, the notice shall state that it is served as a notice under these rules and an email so marked shall be deemed to be signed for the purposes of this section 15. A notice served by email shall be deemed to be signed for the purposes of this clause if the name of the sender appears in a signature position after the body of the email and has not been added automatically by the sender's email server.

15.2 Any notice referred in section 15.1 may be served:

15.2.1 by delivering it by hand; or

15.2.2 by post, being (i) where the address of the recipient is in the United Kingdom, first class pre-paid post (provided that a certificate of posting is obtained) or recorded delivery; or (ii) where the address of the recipient is outside the United Kingdom, air mail; or

15.2.3 by fax, provided that a copy is also sent by post as set out in section 15.2.2; or

15.2.4 by email, provided that a copy is also sent by post as provided in section 15.2.2;

to, in the case of a notice to a member, the address of that member shown from time to time in the records maintained by CRELA pursuant to section 3.9 and, in the case of CRELA, to its correspondence address shown from time to time on its website.

- 15.3 Notices shall be deemed to have been received:
- 15.3.1 if delivered by hand, on the day of delivery;
 - 15.3.2 if sent by first class pre-paid post or recorded delivery, two business days after posting, exclusive of the day of posting;
 - 15.3.3 if sent by air mail, five business days after posting, exclusive of the day of posting;
 - 15.3.4 if sent by fax or email, at the time of transmission unless sent after 17.00 in the place of receipt in which case it shall be deemed to have been received on the next business day in the place of receipt (provided that a copy has also been sent by post as set out in section 15.2.2).
- 15.4 In proving service:
- 15.4.1 by delivery by hand, it shall be necessary only to produce a receipt for the notice signed by or on behalf of the addressee or an affidavit of service from the person effecting delivery;
 - 15.4.2 by post, it shall be sufficient to prove that the envelope containing such notice was addressed to the address of the relevant person set out in section 15.2 and delivered either to that address or into the custody of the postal authorities as a first class pre-paid post (and evidenced by a certificate of posting), pre-paid recorded delivery or airmail letter;
 - 15.4.3 by fax, it shall be necessary only to produce the sender's transmission slip bearing the addressee's fax number showing the fax received by the addressee, together with relevant evidence under section 15.4.2 that a copy was sent by post; and
 - 15.4.4 by email, it shall be necessary only to produce a paper copy of the sender's email bearing sender's name and the time and date when the email was sent together with the time and date of any read or received receipt, together with relevant evidence under section 15.4.2 that a copy was sent by post.
- 15.5 Any notice or communication given under or pursuant to these rules shall not be validly served if sent by SMS messaging or text messaging via mobile phone.

CRELA was established on 2 March 2010 and the rules were approved and signed by the Founding Members listed below who agreed to submit to and abide by these rules:

Robert Highmore

John Condliffe

James Overstall

Katherine Watts

Richard Smith

Michael Shaw

Guy Jordan

Roger Thornton

Jason Tann

Claire Timmings

Paul Jennings

Andrew Boulton

Charles Palmer