

No. 14 - Constitution: Changes for 2002

January 2002

Notice to All Members

NOTICE is hereby given that an Extraordinary General Meeting of the Members of all Classes of the Association will be held on Wednesday, 6 February 2002 at 1000 hours in the Beau-Rivage Palace, CH-1006 Lausanne, Switzerland, for the purpose of considering and, if thought fit, passing the following SPECIAL Resolution:

SPECIAL RESOLUTION

THAT alterations to certain Articles of the Constitution (as hereafter set out with commentary) be made to take effect from noon GMT on 20 February 2002:-

CONSTITUTION – CHANGES FOR 2002

COMMENTARY

INTRODUCTION

There are several changes proposed to the Constitution for 2002. Legal advice has been taken where appropriate.

FORMAT

Those parts of the Constitution where it is proposed to make changes are attached with the changes marked. A proposed deletion from the Constitution is identified by striking through the text to be deleted. Proposed additions are marked in bold type, except where changes are proposed to a heading of an Article or Clause, where the changes are identified with ordinary text. All proposed changes are accompanied by a vertical mark in the margin for ease of identification. Page headers and Article and Clause numbers will be adjusted once the changes are adopted.

CHANGES TO SPECIFIC ARTICLES AND CLAUSES

1. **Article 8 – Membership** - this Article deals with the relationship between the Association and its Members. It is proposed to add a sub-paragraph to Article 8 to make it clear that the Association has a legal identity entirely separate from that of its Members or any one of them. The amendment also makes it clear that, among other things, no Member insures any other Member and that any claim in respect of the insurance provided by the Association shall not be made or enforced against any Member.
2. **Article 44 – Appointment, Rotation, Disqualification and Removal of Directors** - Directors appointed by the Board hold office until the next Annual General Meeting after their appointment unless they die, resign, become

bankrupt, make a composition with their creditors or cease to be a Director by reason of a Court Order. In September 1986, the Board agreed, inter alia, that a Director must be able to represent a Member of the Association in order to qualify for Board membership. Should a Director cease, in the opinion of the Board, to meet this and any other criteria laid down from time to time, it is proposed that the Board should be able to determine that such Director's membership of the Board should cease. It is suggested therefore that Article 44 of the Constitution be amended by the addition of a sub-paragraph to this effect.

3. **Article 75 – Notices** – it is proposed to align the provisions of the Constitution with those of the Rules.
4. **Article 85 – Arbitration** – it is proposed to align the provisions of the Constitution with the Rules.

[link to detailed changes in Adobe Acrobat format](#)

By order of the Board
P A Aspden
Secretary
33 Boulevard Prince Henri
1724 Luxembourg

9 January 2002

A member entitled to attend and vote is entitled to appoint a proxy (who need not be a Member of the Association) to attend and on a poll vote instead of him. The instrument appointing a proxy shall be left with the Secretary not less than 48 hours before the holding of the Meeting.