

# COMMONWEALTH MAGISTRATES & JUDGES ASSOCIATION

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## ARTICLES OF ASSOCIATION

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### **INTERPRETATION**

1 These Articles shall be construed with reference to the relevant Companies Act of the United Kingdom ("Companies Act"). Terms shall have the same meaning as they have when used in those Acts.

#### **1.2 Magistrate**

"magistrate" includes any judge of a Court not being a Court of unlimited jurisdiction in civil or criminal matters.

#### **1.3 Commonwealth Country**

"Commonwealth Country" means a country of the Commonwealth which shall include countries of the Commonwealth which are not self governing.

#### **1.3 A Judicial Association**

"Judicial Association" means any incorporated or unincorporated body or association of persons eligible to be Individual Members, whether or not it has a constitution or the equivalent.

#### **1.4 Region**

The Commonwealth Countries shall be grouped into six Regions in accordance with the Schedule. Upon any change in the membership of the Commonwealth the Schedule may be amended by resolution of the Council.

### **REGISTERED OFFICE**

2. The Registered Office shall be the place in England directed by Council.

### **MEMBERSHIP**

3.1 Persons and bodies admitted to membership shall be Members of the Association and shall be entered in the register of Members.

3.2 There shall be three classes of members, namely Member Associations, Individual Members, and Institutional Members.

#### **3.3 Member Associations**

Any judicial body **or Court** of or including magistrates and/or judges in a Commonwealth Country or Countries accepted by the Council as a Judicial Association may, at the discretion of Council, be admitted as a Member Association, and more than one such Association from the same Commonwealth Country may, at the discretion of the Council, be admitted to membership.

### **3.4 Individual Members**

The following categories of persons may, at the discretion of Council, be admitted as Individual Members:

- (a) any person who holds or has held office as a magistrate or judge, including judges in courts having unlimited jurisdiction, in any Commonwealth Country,
- (b) any resident of a Commonwealth Country of standing or experience in a judicial or other relevant legal sphere.

### **3.5 Institutional Members**

The following categories of members may, at the discretion of Council, be admitted as Institutional Members:

- (a) an association of magistrates and judges drawn from a group of countries that includes a minority of non-Commonwealth members;
- (b) A regional treaty-based court in which the appointing state members include a minority of non-Commonwealth members;
- (c) A Commission or similar body which performs judicial functions within a Commonwealth country but includes lay members who do not qualify as Individual Members.

**3.6** Institutional Members shall not be entitled to vote at Regional Meetings or the General Assembly.

**3.7** The subscribers to the Memorandum of Association shall, for the purpose of the Companies Acts only, be deemed to be members of the Association.

**3.8** Before being admitted to membership as a Member Association or Individual Member or Institutional Member an applicant shall pay to the Association a subscription determined by the Council and shall pay an annual subscription within three months of it becoming due, save that the Council may allow further time for payment.

**3.9** The Council may fix different rates of subscription for individual Member Associations and individual Institutional Members.

**3.10** A Member Association which has not paid the subscription cannot propose a candidate for election to the Council and cannot vote at any General Assembly or at an election at a Regional Meeting.

**3.11** An Individual Member who has not paid the subscription cannot be a candidate for election to Council, cannot propose a candidate for election to Council and if he or she has not paid the subscription at least one hour before a Regional Meeting takes place cannot vote at an election at that Regional Meeting.

**3.12** Should a Member Association Individual Member or Institutional Member default in payment of the subscription due the Council may suspend or terminate membership.

**3.13** For purposes of registration the number of Members of the Association will be 500 but the Council may authorise an increase of members.

### **3.14 Removal of Membership**

- (a) If it appears to the Council, after due investigation, that a member has been guilty of conduct which renders the person unfit to remain a member, including through damage to the reputation of the Association, the

Council shall send to the individual concerned a statement of the alleged conduct. The Council shall give the member a reasonable opportunity to provide an explanation, in writing or in person, as he or she chooses.

(b) If, in the light of the member's explanation (or failure to respond), the Council considers that the person should no longer remain a member of the Association the Council may by resolution supported by three-quarters of those present and voting, agree that the individual cease to hold membership of the Association and be deleted from the Membership database.

(c) The member concerned may appeal against such a decision. The Appeals Board will be composed of the President, an Hon. Life Vice-President, and the Executive Vice President."

## **ORGANISATION OF THE ASSOCIATION**

### **OFFICERS**

**4.1** The Officers of the Association shall be:

- (a) the President,
- (b) the Executive Vice President,
- (c) the Regional Vice Presidents,
- (d) the Secretary General,
- (e) the Treasurer,
- (f) the Immediate Past President,
- (g) the Director of Programmes, and
- (h) the Chairperson of the Steering Committee.**

**4.2** No person shall be elected as President, Regional Vice President or elected member of the Council who is not qualified to be an Individual Member of the Association.

## **THE COUNCIL AND GENERAL ASSEMBLY**

**5.** There shall be:

- (a) the Council, and
- (b) the General Assembly.

### **THE COUNCIL**

**6.1** The Council shall be responsible for:

- (a) the direction and management of the affairs of the Association,
- (b) the arrangement of meetings and other activities in fulfilment of the objects of the Association, and
- (c) the appointment of the Executive Vice President, the Secretary General, Treasurer and Director of Programmes.

**6.2** The members of the Council shall consist of:

- (a) The President,
- (b) The Executive Vice President,
- (c) Six Regional Vice Presidents,
- (d) Twelve other elected members,
- (e) The Immediate Past President,
- (f) The Treasurer,
- (g) The Chairperson of the Steering Committee,**
- (h) The Honorary Life Vice Presidents, and

(h) Co-opted members.

**6.3** All Council members are Directors of the Company and Trustees of the Charity.

**6.4** The Director of Programmes shall be entitled to attend and participate in the deliberations of the Council but not vote at meetings of the Council.

**6.5** The Council may co-opt not more than five persons whose experience would be valuable to the Association to serve as members of the Council until the conclusion of the next General Assembly.

**6.6** If at any time before a General Assembly the office of President shall become vacant, the Council may appoint a person to act as President, until the conclusion of the next General Assembly.

**6.7** In the event of any vacancy arising among Regional Vice Presidents or other Regional Council members either due to an insufficient number of persons having been elected at a Regional Meeting to satisfy the conditions set out in Articles 6.2(c) and 6.2(d) or due to any casual vacancy arising prior to the next General Assembly, such vacancy or vacancies may be filled by the Council until the conclusion of the next General Assembly provided:

- (a) the Council shall not be required to fill any vacancy which may occur,
- (b) the person appointed shall be from the Region where the vacancy occurs, and
- (c) a person can only be appointed if article 8.6 is complied with.

**6.8** Elected members of the Council shall remain in office from immediately after the conclusion of the General Assembly at which they were elected until the conclusion of the next General Assembly at which elections are held.

**6.9** A person elected to the office of President shall not be eligible for re-election as President at the next General Assembly at which elections are held.

**6.10** Meetings of the Council shall be held upon the direction of the President, a resolution of the Council, or when requested by notice in writing to the Secretary General by at least four members of the Council.

**6.11** Twenty eight days notice shall be given to members of the Council of the holding of any meeting of the Council.

**6.12** The quorum at meetings of the Council shall be five members.

**6.13** Provided that notice of the proposed resolution has been sent to every member of the Council at least thirty days before the resolution is to come into force, a resolution in writing either signed by a majority of the members of the Council or for which the Secretary General has received acceptance by letter, facsimile or e-mail from the majority of the members of Council shall be as valid and effectual as if it had been passed at a meeting of the Council.

**6.14** All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the presiding member then is.

**6.15** At any meeting of Council the President, or in the absence of the President, the Executive Vice President, shall preside, and in the absence of both of them, the Council shall appoint one of its members there present to preside at that meeting.

**6.16** In any vote at a meeting of the Council the person presiding shall have a casting vote.

**6.17** The Council may appoint committees of the Council consisting of three or more members and may delegate any of its responsibilities to a committee. All acts and proceedings of a committee shall be fully and expeditiously reported back to the Council. Any funds of the Association to be expended by a committee shall be within the limits authorised by the Council.

**6.18** The Council shall appoint a chairperson of each committee, and subject to any directions of the Council, a committee may co-opt persons who are not members of the Council.

**6.19** The Council may assign duties to any of its members.

**6.20** Any delegation of power or assignment of duty shall be subject to conditions imposed by the Council and any such delegation, assignment or imposed conditions may be added to, varied or revoked by the Council.

**6.21** The Council shall present a report on the work of the Association to the General Assembly.

## **GENERAL ASSEMBLY**

**7.1** A General Assembly of the Association shall consist of members of Member Associations and Individual Members meeting together. Institutional Members' representatives and delegates attending a conference being held in conjunction with a General Assembly may also attend, but not vote at, a General Assembly.

**7.2** At least once in every four years a General Assembly shall be convened by the Secretary General acting upon the directions of the Council. Notice of the holding of a General Assembly shall be sent to all Member Associations, Individual Members and Institutional Members not less than two months before the appointed date.

**7.3** Where at a General Assembly or at the elections at Regional Meetings there is represented and entitled to vote only one Member Association from a particular Commonwealth country, that Association shall be entitled to exercise four votes.

**7.4** Where at a General Assembly or at the elections at Regional Meetings there are represented and entitled to vote two or more Member Associations from a particular Commonwealth country, those Member Associations shall be entitled to exercise a total of four votes between themselves, to be divided amongst them by agreement between the Member Associations concerned or in default of agreement by arbitration by the Vice President for the Region concerned or in the absence of the Vice President by the person to preside at the General Assembly.

**7.5** For the purpose of exercising votes, each Member Association entitled to vote shall by written notice given to the Secretary General at least 14 days prior to the commencement of the General Assembly designate a person who is a member thereof to exercise votes on its behalf. If no such designation is made or received by the Secretary-General or that designated person is unable to exercise a vote the members of the Member Association concerned present at the General Assembly may designate an alternative member of that Member Association to exercise such vote. If no such designation of an alternative member has been given then that Member Association may not exercise any vote at a General Assembly. No other person shall have the right to vote on behalf of a Member Association.

**7.6** An Individual Member shall not have the right to vote at a General Assembly and shall only have a right to vote at a Regional Meeting of the region in which he or she permanently resides.

**7.7** The President, or in the absence of the President the Executive Vice-President, shall preside at a General Assembly, and in their absence the next senior, by years of service on the Council, of the Regional Vice Presidents shall preside, and any person so presiding shall have a casting vote.

**7.8** The quorum at a General Assembly shall be ten Member Associations from different Commonwealth countries, each represented by at least one member present.

**7.9** In the absence of a quorum no business shall be transacted, and the members of the Council shall remain in their respective offices until the conclusion of the next General Assembly.

## **REGIONAL MEETINGS**

**7.10** "Regional Meeting" shall mean a meeting of Member Associations, Individual Members and other delegates from a particular region attending any conference being held in conjunction with a General Assembly.

**7.11** The Secretary General shall convene Regional Meetings prior to the commencement of a General Assembly.

**7.12** The Regional Vice President shall chair a Regional Meeting, or if the Regional Vice President is absent it shall be chaired by the next senior by years on the Council of the elected members, or if none are present by the person elected by the Member Associations represented at and entitled to vote at the Regional Meeting.

**7.13** The business to be conducted at a Regional Meeting shall be elections and, at the direction of the chair, such other matters as those present wish to discuss.

**7.14** At Regional Meetings only the representative of Member Associations designated under Article 7.5 and Individual Members shall be entitled to vote.

**7.15** At Regional Meetings a ballot, if required, shall be conducted by the chairperson as follows:

- (a) The number of ballot papers issued to a Member Association shall correspond to the number of votes that Member Association is entitled to exercise under Articles 7.3 and 7.4,
- (b) The ballot papers for a Member Association shall be given to the representative of each Member Association designated under Article 7.5.
- (c) Each Individual Member entitled to vote shall be issued with one ballot paper,
- (d) The chairperson shall appoint a scrutineer,
- (e) The scrutineer shall count the number of ballots cast and report to the chairperson the count of the ballots.
- (f) The chairperson shall have a casting vote which may be exercised after the scrutineer has reported the result of the secret ballot.
- (g) The chairperson shall declare the result of the ballot.

## **NOMINATIONS AND ELECTIONS**

**8.1** The Secretary General of the Association shall in the notice convening the General Assembly call for written nominations to be made by Member Associations for the office of President and for written nominations to be made by Member Associations or fully paid up Individual Members for each region for the offices of Regional

Vice President and two elected members of the Council for that region. Nominations by Member Associations and Individual Members must be on the form (“the proper form”) sent out by the Secretary General and must be received by the Secretary General not less than 14 days before the election is due to take place and must be signed by a duly authorised representative of the nominating Member Association or by the Individual Member and by the candidates signifying consent to be so nominated. Member Associations shall determine their own procedures for making nominations.

**8.2** If sufficient nominations, duly completed on the proper form, to fill every office in a region are not received by the Secretary General 14 days before the election is due to take place then the Secretary General, with the approval of the President, has discretion to extend this deadline.

**8.3** Prior to a Regional Meeting the Secretary General shall notify the Member Associations and the Individual Members present at the General Assembly of the nominations received.

## **PRESIDENT**

**8.4** If only one candidate has been nominated for election as President, that candidate shall be elected at the General Assembly by general acclamation.

**8.5** When more than one candidate has been nominated for election as President, the Secretary General shall issue ballot papers at the General Assembly to each Member Association entitled to vote by giving the ballot paper to the representative of each such Member Association designated under Article 7.5. The number of ballot papers issued to a Member Association shall correspond to the number of votes that Member Association is entitled to exercise.

**8.6** After ballot papers have been issued the election of the President shall be conducted at the General Assembly by secret ballot. The Secretary General shall count the votes and report to the General Assembly the name of the candidate receiving the highest number of votes. The presiding person shall have a casting vote which may be exercised after the Secretary General has reported the result of the secret ballot. The presiding person shall declare that candidate elected as President.

## **THE REGIONAL VICE PRESIDENTS AND THE ELECTED MEMBERS OF THE COUNCIL**

**8.7** Each Region shall be represented on the Council by a Regional Vice President and two other elected members. Of the two elected members of the Council, one shall be the First Elected Council Member and the second shall be the Second Elected Council Member. At least two of the three representatives of a region must be magistrates.

## **REGIONAL VICE PRESIDENT**

**8.8** If only one person has been nominated for Regional Vice President the chairperson of the Regional Meeting shall declare that person elected.

**8.9** If more than one nomination is received for Regional Vice President then an election shall be held by a show of hands, or at the discretion of the chairperson of the Regional Meeting by ballot. Only representatives of Member Associations duly authorised under Article 7.5 may vote.

## **ELECTED COUNCIL MEMBERS**

**8.10** If only two persons have been nominated for Elected Council Member the chairperson of the Regional Meeting shall declare those persons elected, provided that at least two of the three representatives of the region are magistrates.

**8.11** If more than two nominations are received for Elected Council Member then an election shall be held by a show of hands, or at the discretion of the chairperson of the Regional Meeting by ballot. Only representatives of Member Associations duly authorised under Article 7.5 may vote for the First Elected Council Member, and only Individual Members may vote for the Second Elected Council Member.

**8.12** The chairperson shall have a casting vote at a Regional Meeting even if the chairperson is not a duly authorised representative of a Member Association or an Individual Member.

**8.13** If a person elected by a Regional Meeting as a Regional Vice President or elected member of the Council is also a nominee for election as President then the following procedure shall apply:

- (a) If the nominee for President is elected as Regional Vice President at the Regional Meeting and that nominee is successful as President then the vacancy arising in the office of Regional Vice President shall be filled as a casual vacancy. The Council may, but is not obliged to, take in to account the votes cast for unsuccessful candidates, if any, at the Regional Meeting.
- (b) If the nominee for President is elected by a Regional Meeting as an elected Council member and the nominee is successful as President then the vacancy arising among members of the Council shall be filled as a casual vacancy. The Council may, but is not obliged to, take in to account the votes cast for unsuccessful candidates, if any, at the Regional Meeting.

**8.14** In the event of the chairperson of the Regional Meeting being a candidate for re-election the representatives of the Member Associations duly authorised under Article 7.5 shall appoint a substitute chairperson for the purpose of that election only.

**8.15** At the conclusion of the Regional Meeting the chairperson shall notify the Secretary General in writing of the names of the Regional Vice President and elected Council Members for that Region which names shall be announced at the General Assembly next following and adopted by general acclamation as the duly elected members of the new Council.

## **HONORARY LIFE VICE PRESIDENTS**

**8.16** The General Assembly may elect persons who have given distinguished service to the Association to be Honorary Life Vice Presidents of the Association, but only if those persons have been nominated for election by the Council and the total number of Honorary Life Vice-Presidents does not exceed 6. In addition to being a member of the Council an Honorary Life Vice President shall have all the rights and privileges of an Individual Member, but shall not be required to pay a subscription.

## **HONORARY MEMBERS**

**8.17** The General Assembly may elect persons to be Honorary Members of the Association, but only if those persons have been nominated for election by the Council. An Honorary Member shall have all the rights and privileges of an Individual Member, but shall not be required to pay a subscription.

## **ADMINISTRATION AND FINANCE**

**9.1** The Council shall appoint the Executive Vice-President, the Treasurer, the Director of Programmes **and the Chairperson of the Steering Committee** who need not be magistrates or judges or otherwise qualified to be Individual Members and the persons so appointed shall hold office until the first Council meeting after the conclusion of a General Assembly at which elections are held.

**9.2** The Secretary General, Treasurer and Director of Programmes shall hold office upon such terms and conditions as the Council determines.

### **EXECUTIVE VICE PRESIDENT**

**9.3** Subject to the direction of the Council, the Executive Vice President shall be responsible for the supervision of the work of the Secretariat of the Association and for the performance of such other duties as may be assigned or delegated by the President or by the Council.

### **SECRETARY GENERAL**

**9.4** The duties of the Secretary General shall be:

- (a) to administer the day-to-day business and affairs of the Association,
- (b) to establish, foster and maintain relations with other associations and organisations,
- (c) to prepare and issue documents for General Assemblies, Regional Meetings and meetings of the Council, and retain copies of such documents for at least 10 years after the relevant meeting, and
- (d) to carry out other duties required by Council and the Executive Vice President.

**9.5** Subject to the approval of the Council, the Secretary General may appoint assistants upon such terms and conditions as the Council determines.

### **THE TREASURER**

**9.6** The duties of the Treasurer shall be:

- (a) to keep books and accounts necessary to give a true and fair view of the financial affairs of, and to explain the transactions of, the Association,
- (b) to record:
  - (i) all sums received, the source of funds, all the sums expended and the reasons for expenditure,
  - (ii) all sales and purchases, and
  - (iii) the assets and liabilities.

**9.7** The financial year will be from 1<sup>st</sup> May to 30<sup>th</sup> April unless changed by the Council.

**9.8** The Treasurer shall report to the Council on the financial position when so required by the Council.

### **AUDITORS**

**9.9** An Auditor of the Association shall be appointed by the Council each year.

**9.10** The Auditor shall present to the Council each year, as soon as is reasonably practical after the ending of the financial year, an audited statement of the accounts of the Association, and the Secretary General shall send a copy of the accounts to each Member Association together with a report of the work of the Association during the year covered by the accounts.

## **NOTICE**

**9.11** Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

**9.12** Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company. For the avoidance of doubt and subject to the requirements of the Companies Act, the Association may send any document or information to Members by making it available on the Association's website.

## **DIRECTOR OF PROGRAMMES**

**10** The duties of the Director of Programmes shall be determined by the Council.

## **MODE OF EXECUTION OF INSTRUMENTS**

**11** Any document requiring execution by the Association shall be signed by the President and the Executive Vice President (or in the absence of the President or Executive Vice President, or both, by one or as the case may be two members of the Council), and every such instrument shall be countersigned by the Secretary General or by a person specifically authorised by the Council for that purpose.

## **AMENDMENT**

**12** The power of amending the Articles of Association shall, subject to the provisions of the Companies Act, be exercised by a General Assembly.

## **WINDING UP**

**13** The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

## **SCHEDULE**

1. **Caribbean** Antigua and Barbuda, Bahamas, Barbados, Belize, Bermuda, British Virgin Islands, Cayman Islands, Dominica, Grenada, Guyana, Jamaica, Montserrat, St Kitts/Nevis, St Lucia, St Vincent, Trinidad and Tobago, Turks and Caicos Islands.
2. **East, Central and Southern Africa** Botswana, Kenya, Lesotho, Malawi, Mozambique, Namibia, Rwanda South Africa, eSwaztini, Tanzania, Uganda, Zambia.
3. **West Africa** Cameroon, Gabon, The Gambia, Ghana, Nigeria, Sierra Leone, Togo
4. **Indian Ocean** Bangladesh, Brunei, India, Malaysia, Maldives, Mauritius, Pakistan, Seychelles, Sri Lanka.
5. **Atlantic and Mediterranean** Canada, Cyprus, Falkland Islands, Gibraltar, Isle of Man, Malta, St. Helena and Dependencies, the United Kingdom of Great Britain and Northern Ireland, Jersey, Guernsey.
6. **Pacific Ocean** Australia, Cook Islands, Fiji, Hong Kong, Kiribati, Nauru, New Zealand, Niue, Norfolk Islands, Papua New Guinea, Singapore, Solomon Islands, Tonga, Tuvalu, Vanuatu, Western Samoa.

**8 September 2022**