

**CONSTITUTION OF THE BRITISH-NORDIC
LAWYERS' ASSOCIATION
(the "Constitution")**

1. The Association

- 1.1 The name of the association is the British-Nordic Lawyers' Association (the "**Association**").
- 1.2 The Association shall also be known as the BNLA.
- 1.3 The official language of the Association shall be English.

2. OBJECTS

The objects for which the Association is established are:

- (a) to promote the fellowship and good understanding and improve relations between the legal professions in the United Kingdom on the one hand and those in Denmark, Finland, Iceland, Norway and Sweden (the "**Nordic Countries**") on the other hand;
- (b) to develop and strengthen legal, business and cultural links between the legal professions in the United Kingdom and the Nordic Countries;
- (c) to promote and facilitate the study and practice of professional qualifications in the jurisdictions of the United Kingdom and any of the Nordic Countries;
- (d) to promote and organise social and professional events, seminars and other methods of knowledge sharing between legal professionals in the United Kingdom and the Nordic countries on matters of common interest or otherwise; and
- (e) to do all things necessary and incidental to, as well as any other activities not inconsistent with, these objects.

3. MEMBERSHIP

- 3.1 The Members of the Association shall be either Ordinary Members or Associate Members.

- 3.2 The following shall be eligible for membership as Ordinary Members:

3.2.1. Individual Members:

- (a) Practising, non-practising or retired lawyers from the United Kingdom or any of the Nordic Countries; or
- (b) Members of the judiciary in the United Kingdom or any of the Nordic Countries; or
- (c) Academics teaching the law of any of the United Kingdom or Nordic Countries.

3.2.2. Corporate Members:

Law firms, sets of chambers and organisations in one the United Kingdom or the Nordic Countries who has an interest in the objects of the Association. A Corporate Member shall be entitled to nominate a number of Ordinary Members as agreed from time to time by the Committee. Each Ordinary Member shall have voting rights. The Corporate Member shall not have voting rights.

- 3.3 The following shall be eligible for membership as Associate Members:
- (a) Students of law or trainees or their equivalent in the United Kingdom or any of the Nordic Countries; or
 - (b) Anyone who does not come into any of the categories listed in clause 3.2 but who has an interest in the objects of the Association.

Associate Members shall not have voting rights.

- 3.4 The Membership of the BNLA may be subject to annual subscription appropriate to the level of membership as decided by the Committee from time to time and notified to Members prior to the new membership year.

4. OFFICERS AND THE COMMITTEE

- 4.1 The officers of the Association shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other officers as the Association shall from time to time decide (together the "**Officers**").
- 4.2 The policy and general management of the affairs of the Association shall be directed by an executive committee (the "**Committee**") which shall consist of not more than 6 but not less than 2 Members in addition to the Officers referred to in clause 4.1. The Committee shall regulate the running of any meetings including the annual general meeting as the Committee from time to time sees fit.
- 4.3 The Committee shall have power to appoint such Ordinary Members of the Association as the Committee shall from time to time select for such official or other position, to carry out such activities and/or with such power as the Committee may from time to time direct except any power relating:
- 4.3.1 to the expulsion of Members; or,
 - 4.3.2 to incur any monetary or other legally binding obligation on behalf of the Association.
- 4.4 The Officers shall automatically be members of the Committee and any other committee. Only a Member shall be eligible to serve as an Officer or a member of the Committee.
- 4.5 The business of the Committee shall be to run the Association and make and/or change any rules as may be required from time to time for the effective, efficient and prudent running of the Association.

5. APPOINTMENT AND DETERMINATION

- 5.1 The Committee shall have the right by a majority vote:

- (a) to approve or reject applications for membership;
 - (b) for good and sufficient reason to terminate the membership of any Member, provided that the person concerned shall have the right to be heard by the Committee before a final decision is made; and
 - (c) introduce, amend or withdraw an annual subscription for the Association.
- 5.2 Any casual vacancy in the Committee may, in its sole discretion, be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the next annual general meeting.
- 5.3 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) as may be deemed necessary.
- 5.4 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.
- 5.5 A Member of the Committee shall cease to hold office if he or she:
- (a) becomes incapable by reasons of mental disorder, death, illness or injury of managing and administering his or her own affairs;
 - (b) resigns his or her office by notice in writing; or
 - (c) for good and sufficient reason three-quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office.

6. ELECTIONS AND MEETINGS

- 6.1 An annual general meeting of the Association shall be held in each calendar year on such day as the Committee shall determine.
- 6.2 The Chairman or, in his or her absence, a person nominated by the Committee, shall preside at general meetings of the Association. Unless otherwise expressly provided in this Constitution each question shall be decided by a majority of votes. Each Ordinary Member of the Association shall have one vote on each question. The Chairman of the general meeting shall have a second or casting vote.
- 6.3 Each Ordinary Member of the Association may appoint another Member as his or her proxy to vote on his or her behalf at any general meeting of the Association. The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his or her duly authorised attorney. The Member appointed as a proxy shall be bound to bring to the general meeting the instrument appointing him or her a proxy and the power of attorney or other authority, if any, under which it was signed (or a duly certified copy of either), failing which the proxy shall not have the right to cast a vote on behalf of the appointer.
- 6.4 The Business of the annual general meeting shall consist of:

- (a) the reception of the report of the Chairman on the activities of the Association during the preceding calendar year;
- (b) the election of the Officers and of the members of the Committee;
- (c) the approval of the accounts of the Association as independently verified by an accountant; and,
- (d) any other business of which notice may have been given or which may be permitted to be raised pursuant to Clause 6.5.

6.5 Any Ordinary Member wishing to raise any matter at the annual general meeting shall give notice in writing thereof to the Secretary no later than five days before the date of the meeting PROVIDED THAT the chairman of the meeting may allow any matter to be raised at the annual general meeting without such previous written notice as aforesaid.

6.6 In addition, the Committee may convene general meetings of the Association to transact any matter which the Committee wishes to bring before the Members. The provisions applicable to the annual general meeting shall apply *mutatis mutandis* to any such general meeting subject to the provision that any Ordinary Member wishing to raise any matter at such meeting shall give notice in writing thereof to the Secretary not later than ten days before the date of the meeting.

6.7 Notice convening a general meeting shall be sent by the Secretary to the Members not less than fourteen days before the meeting and shall specify the matters to be dealt with.

6.8 Meetings of the Association shall take place at such places, dates and times as may be specified by the Committee.

6.9 **Quorum**

The quorum at a meeting of:

- (a) the Association shall be five Members; and
- (b) the Committee shall be two,

or such other number as the Association may in a general meeting from time to time determine.

6.10 **Voting**

- (a) All decisions by the Committee shall be made by a simple majority of votes. Each member of the Committee, including the Officers, shall have one vote. Where the Committee is required to vote on Committee matters for the purposes of deciding Committee business voting shall be by Committee Members attending the Committee Meeting in person or contemporaneously by telephone.
- (b) Subject to clauses 8 and 9 below, all decisions by the Members shall be made by a simple majority of votes. Each Member shall have one vote. Where a vote is required by the Members such vote may be by postal ballot. Notice of the postal ballot must be given to Members no more than 56 Days and not less than 21 days before the last date for the receipt of the ballot papers. Ballot papers may be sent by facsimile, electronic means or otherwise as the Secretary decides, but in the case of a Member

who has notified the Secretary in advance that he or she either does not possess the means of receiving or returning ballot papers by facsimile or electronic means or that he or she does not wish to receive or return ballot papers by facsimile or electronic means, then such Member shall be entitled to receive and or return ballot papers by ordinary post.

(c) In a case of an equality of votes the Chair shall have a casting vote.

6.11 **Minutes**

Minute books shall be kept by the Committee and the Secretary shall enter in the minute book a record of all proceedings and resolutions.

6.12 **Standing Orders and Rules**

The Committee shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in a general meeting and shall not be inconsistent with the provisions of this Constitution.

7. PAYMENTS AND FINANCE

7.1 All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose, provided that nothing herein contained shall prevent:

- (a) the repayment to members of the Committee of reasonable out of pocket expenses;
- (b) the Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association, provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of a trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not; and
- (c) the remuneration of the auditor (if any).

7.2 A bank account shall be opened in the name of the Association with a reputable high street bank. All cheques must be signed by not less than two signatories authorised by the Committee except where the cheque is to be issued for a sum of £200 or less in which the sole signature of the Chairman, Secretary or Treasurer of the Association shall be sufficient authority.

8. AMENDMENTS TO THE CONSTITUTION

This Constitution may be altered by a resolution passed by not less than three-fourths of the Members voting on the resolution at a general meeting.

9. DISSOLUTION

If a three-fourths majority of the Members decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

10. ADDITIONAL APPOINTMENTS

- 10.1 The Committee shall have the right by majority to appoint to the position of a President, Vice-President or Patron any person who by their standing or through their service to the Association is considered to merit such appointment. In each case the appointment will be honorary and will not entitle the person so appointed to vote on any matters of the Association.
- 10.2 There may only be one President and one Vice-President.
- 10.3 The term for such appointments shall not be limited in time, but the Committee should review the position each year and if they consider it appropriate, consult with the holder of that office as to whether he or she wishes to continue in the appointment.

As approved by the Committee and on the general meeting held on 1 September 2004:

[Steen Rosenfalck]
Chairman

[Geoffrey Berriman]
Secretary