

CONSTITUTION OF THE COMMERCIAL BAR ASSOCIATION

1. NAME

The name of the Association shall be the Commercial Bar Association
[“COMBAR”].

2. MEMBERSHIP

(a) Individual

Any practising barrister, whether employed or self-employed, who is regulated by the Bar Council and the BSB, and who pays subscription fees to the General Council of the Bar of England and Wales, and a substantial portion of whose work is in the commercial field, is eligible for individual membership for any period during which he or she is a subscribing member of the General Council of the Bar of England and Wales, and may apply to the Secretary for membership, and shall become an Individual Member upon acceptance of such application and payment of the annual subscription.

(b) Chambers

Any set of Chambers with a current membership of 10 or more barristers in active practice, a substantial portion of whose work is in the commercial field, on the invitation of the Secretary or of its own motion may apply to the Secretary for “Chambers Membership”. Upon notification of the acceptance in principle of the application, the set of Chambers shall pay a subscription calculated by multiplying the individual membership subscription by the number of members of Chambers in full-time practice therefrom on the immediately past 1st April, less ten per cent. Upon such payment, each member of the Chambers for the time being shall have the same rights as if he were an individual member save and except the voting rights set out in clause 4(a)(ii).

(bb) Associate Member

Any other barrister active in the commercial field, or any former barrister, and who has been invited by the Chairman in consultation with the Executive to become an

Associate Member, may become an Associate Member upon payment of the annual subscription.

The total number of Associate Members shall at no time exceed one third of the total membership of COMBAR as defined under (a) and (b) above.

(c) Honoris Causa

Any person who is or has been a barrister, whether in practice or not, who has been invited by the Chairman in consultation with the Executive to become an honorary member.

- (d) In any case of dispute, the Secretary shall refer to the Executive (whose decision shall be final) to decide whether any individual or any set of Chambers has a substantial portion of their work in the commercial field. The Executive before so deciding shall take into account any written representations made to it on behalf of the barrister or of the Chambers, and of the Secretary.

(e) Honorary Overseas Member

Any person who is a lawyer practising in the commercial field overseas and who has been invited by the Chairman after consultation with the Vice Chairman and the Chairman of the International Committee to become an Honorary Overseas Member for a period of four years.

Honorary Overseas Members will usually be practitioners who have been practising for more than ten years, specialising in commercial litigation or arbitration, well-established and with a good reputation in their jurisdiction.

At the end of this four-year period such member may be invited by the Chairman after consultation with the Executive and the International Committee to continue as an Honorary Overseas Member for a further period. Such member may attend the Annual General Meeting, and may speak but not vote thereat. Such member may, by invitation only, attend other meetings or committees of COMBAR, and may in respect thereof appoint at his/her discretion an alternate to attend, speak and vote on his/her behalf.

3. **OBJECTS**

The objects of COMBAR shall be:

- (a) To take such action as it thinks fit to maintain and improve the service to clients provided by practitioners in the commercial field;
- (b) To ascertain and represent the views in professional matters of its Members, and of practitioners in the commercial field generally, and to take such action as it thinks fit to promote their collective interests particularly with regards to recruitment, training, continuing education and the general development of the practices of such practitioners and Chambers, including through the provision and funding of awards and practice development programmes for Members and prospective members, including the provision and funding of awards for Judicial Assistants to the Commercial Court;
- (c) To provide a forum for discussion of matters of common interest amongst such practitioners and Chambers, and to formulate and seek to have adopted by them such common strategies as may be appropriate to best serve their future professional interests as a whole;
- (cc) To represent its Members on the General Council of the Bar;
- (d) To liaise in whatever manner is considered appropriate on any matter with the General Council of the Bar, the London Common Law and Commercial Bar Association, the Chancery Bar Association, the Commercial Court Committee, the Lord Chancellor's Department, the Inns of Court, the media, or with such other persons or bodies as the Chairman or Executive shall think fit.
- (e) To consider, recommend and seek to implement general policy with regard to all matters affecting the professional practice and interests of members and Chambers practising in the commercial field.

- (f) To promote the interests of barristers practising in the commercial field including promotion, where appropriate, of the specific interests of the self-employed bar.

4. OFFICERS AND COMMITTEE AND EXECUTIVE

There shall be a Committee, Officers and an Executive of COMBAR, each member of which shall be or have been a barrister, and who shall be elected or appointed as follows:

(a) The Committee

- (i) There shall be a committee which shall consist of one representative preferably elected but otherwise appointed by each set of Chambers holding a chambers membership.
- (ii) In addition, the Individual Members shall elect by ballot to membership of the Committee from amongst their own number representatives on the basis of one such member for every thirty Individual Members (or if such membership be not exactly divisible by thirty, then one extra member in addition) provided that there shall at all times be not less than one member of the Committee representing such Individual Members.
 - (ii)(a) In addition the Associate Members shall elect by ballot to membership of the Committee from amongst their own number one member. If the total number of Associate Members shall at any time exceed one quarter of the total membership of COMBAR as defined under 2(a) and (b) above, a second Committee member shall be elected.
 - (iii) The Chairman in consultation with the Executive may appoint to the Committee such persons as he thinks fit, whether or not retired or no longer in practice, but the number thereof at any one time shall not exceed eight. Persons so appointed shall have no voting powers on the Committee.

- (iv) The Committee shall be re-constituted by election or appointment (as the case may be) in June annually.
- (v) The Chairman may call together the Committee if and when he thinks fit and shall do so if required by not less than 25 per cent of the members of the Committee. The Committee will normally meet approximately quarterly.
- (vi) Each member of the Committee may attend meetings by an alternate, who may vote.
- (vii) Members of the Committee shall seek wherever possible to ascertain and take into account the views of their Chambers so as to make and to implement decisions speedily.
- (viii) If the Chairman so wishes, the Committee may meet in joint session with the Officers or Executive or both.

(b) Functions of the Committee

- (i) The Committee at the Annual General Meeting in June each year shall elect the elected members of the Executive.
- (ii) To formulate the strategy of the Association.
- (iii) To give such directions to the Executive, the Officers of the Association and the auditors as seem desirable.
- (iv) To keep under review the terms of the objects and the other provisions of the constitution and to recommend changes therein to the membership where changes seem called for.
- (v) To be responsible for the finances of the Association.

- (vi) To do all other things which seem necessary or desirable to advance the interests of the Association and the attainment of its objects.

(c) Executive

- (i) There shall be twelve members of the Executive, six of whom ('the elected members') shall be elected by ballot of the Committee in June each year (such elected members not necessarily being members of the Committee), and six of whom shall thereafter be appointed in June or July by the newly-elected Executive ('the appointed members'). In so appointing, the Executive shall have regard inter alia to the desirability of ensuring that its membership is as far as possible representative of all types of Chambers in and all segments, whether by age, sex, set or otherwise, of the Commercial Bar, and of its need for particular expertise, having regard to the anticipated work ahead;
- (ii) Should any member of the Executive resign, or the position fall vacant during the year, the Executive shall appoint a replacement who shall serve until the next ballot date;
- (iii) Each elected member of the Executive shall be in full-time practice at the Bar;
- (iv) The Chairman, Vice Chairman/Treasurer and Secretary of COMBAR shall be ex-officio members of the Executive (additional to the membership in 4(c)(i)), and of the Committee, and the Chairman shall be their Chairman;
- (v) Each member of the Executive shall be eligible for re-election or re-appointment provided that no member shall serve for more than three consecutive years;
- (vi) The Executive may resolve to undertake any particular part of its work by sub-committee, and may co-opt thereto up to three members, the co-

opted members having the same rights on the sub-committee as any other member. Such sub-committee work shall include

- (a) considering recommendations for, deciding upon and extending invitations to prospective new Honorary Overseas Members (following consultation with the Executive and the International Committee), such work to be undertaken by ‘the Honorary Overseas Membership Appointment Committee’ consisting of the Chairman, the Vice Chairman and the Chairman of the International Committee; and
- (b) the development and implementation of COMBAR’s international strategy and activities, including developing and maintaining relationships with COMBAR’s Honorary Overseas Members and nominating prospective candidates for such membership, such work to be undertaken by ‘the International Committee’.

- (vii) Each member of the Executive may appoint an alternate, ad hoc, to attend any meeting of the Executive or a sub-committee in his/her place to represent his/her view and to vote.

(d) Functions of the Executive

- (i) To take such steps as seem necessary or desirable to implement the strategy of the Association.
- (ii) So far as possible to comply with the directions of the Committee.
- (iii) To make recommendation to the Committee.
- (iv) To liaise with members of the Committee and of the Association (through Chambers or otherwise), and so far as practicable to ascertain their views on matters of importance.
- (v) To advise the Chairman.

(e) Chairman, Vice Chairman/Treasurer and Chairman of the International Committee

- (i) There shall be a Chairman, a Vice Chairman/Treasurer and a Chairman of the International Committee of COMBAR, each of whom shall be elected by the Executive and shall serve for two years, such election to take place in June shortly prior to the elections to the Executive at the Annual General Meeting.
- (i)(a) The Chairman, Vice Chairman/Treasurer and Chairman of the International Committee shall take up office at the conclusion of the Annual General Meeting next following their election by the Executive.
- (ii) Should any such office fall vacant during its term, the Executive shall elect a Chairman or Vice Chairman/Treasurer or Chairman of the International Committee as the case may be to complete the term.
- (iii) The Chairman, Vice Chairman/Treasurer and Chairman of the International Committee shall each be eligible for re-election, provided that no Chairman, Vice Chairman/Treasurer or Chairman of the International Committee shall serve in the same office for more than two terms of office.
- (iv) A barrister may be elected or appointed Chairman even though retired or not in full-time practice at the Bar.
- (v) The Vice Chairman/Treasurer shall be responsible for controlling the finances of COMBAR, and also shall act as Chairman in the absence of the Chairman from London. In the absence of both, the Chairman for the time being shall appoint a member of the Executive to fulfil the job of Chairman for the time being.

(f) Secretary

- (i) There shall be a Secretary who shall be elected in June or July each year by the Executive following the Annual General Meeting.
- (ii) A barrister may be appointed Secretary even though retired or not in full-time practice at the Bar.
- (iii) The Secretary shall be eligible for re-election save that no person shall serve as Secretary for more than three years consecutively.
- (iv) The Secretary shall draft and promulgate from time to time regulations governing elections in COMBAR, and shall be responsible for the conduct thereof.

5. AUDITORS

- (i) COMBAR shall at the Annual General Meeting elect two auditors who shall each serve for one year and then be eligible for re-appointment, subject to the proviso that no Officer or other member of the Executive for the time being may serve as an Auditor.
- (ii) The Auditors shall prior to the Annual General Meeting audit the accounts and report thereon to the meeting.
- (iii) The accounts of COMBAR shall run from 30 November each year.

6. SUBSCRIPTION

- (i) The individual subscription shall be set at such figure as the members in General Meeting by resolution shall decide, but the initial subscription in 1989 shall be fixed by the Promoters and ratified by or altered by vote of the Executive at its first meeting.

- (ii) The subscription for Associate Members shall be one half of that for Individual Members.

7. GENERAL MEETINGS

- (i) There shall be an Annual General Meeting of COMBAR which shall be held in June each year, and three weeks' written notice thereof shall be given to the member by the Secretary.
- (ii) The Chairman, the Vice Chairman/Treasurer and the Auditors shall each report to the Annual General Meeting upon the work and finances of COMBAR in the preceding twelve months, and upon the proposed future work of COMBAR.
- (iii) A résumé of the said reports shall be circulated to the membership shortly thereafter.
- (iv) An Extraordinary General Meeting of COMBAR may be called by the Chairman or by the Executive acting through the Secretary at any time, and two weeks' written notice thereof shall be sent to each member. The Chairman may in emergency dispense with such or any written notice but instead give such notice and in such manner as he thinks fit.
- (v) The Chairman upon receipt of an application signed by not less than twenty members shall call an Extraordinary General Meeting provided that such application is accompanied by the terms of any resolution to be proposed at the meeting.
- (vi) The members in General Meeting may by resolution terminate the appointment of any member of the Committee, or of any Officer of Executive member, and appoint in their place such other barrister as they think fit.
- (vii) Any resolution at a General Meeting, unless a written ballot is duly called for, shall be carried by a simply majority of those voting. The Chairman of the Meeting shall have a second and casting vote.

- (viii) A written ballot may be called for at a General Meeting either by the Chairman thereof or by twenty members voting in favour thereof. In such circumstances the Secretary shall make arrangements to conduct immediately thereafter a written ballot of the members, and shall report the result thereof to the Executive, and shall inform any member who asks of its result. Any resolution so balloted shall be carried by a simple majority.
- (xi) The Chairman shall be Chairman of any General Meeting but may appoint an Officer or Executive member to be Chairman in his/her absence.
- (x) No resolution to terminate the appointment of any person or to amend this Constitution shall be proposed at any General Meeting unless:
 - (a) Three weeks' written notice prior to the meeting has been given to the Chairman or the Secretary of the terms thereof and also to the person concerned; and
 - (b) The Secretary has publicised it to the members no less than two weeks prior to the meeting.

8. INDEMNITY

Any officer or ex-officer of COMBAR who with the consent of the Executive has undertaken a liability on behalf of the Association shall be entitled to be indemnified in respect of that liability out of the funds of the Association.

9. MEMBERS WHO ARE NOT SELF-EMPLOYED

Members (including Associate Members) who are not self-employed recognise that COMBAR may from time to time undertake activities of exclusive relevance to self-employed barristers.

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