

**Bylaws
of the
Legal Practice Division
of the
International Bar Association**

Article 1
Bylaws

The Legal Practice Division (the “Division”) of the International Bar Association (the “Association”) shall exist and carry on its activities subject to these Bylaws. The Division shall be independent subject only to:

- 1.1 the supervision of the Council and the Management Board of the Association (the “Council” and the “Management Board”, respectively);
- 1.2 the obligation to keep the Management Board and the Council of the informed of its activities; and
- 1.3 submitting its business plan annually to and having its budget set by the Officers of the Division subject to ratification by the Management Board.

Article 2
Objectives

The objectives of the Division are to promote an interchange of information and views among its Members as to laws, practices and professional responsibilities relating to the practice of law throughout the world; to facilitate communication among its Members; to provide the opportunity to all its Members to be active in the Division through its Sections, Committees, Fora and other groupings; and to undertake such related projects as may be approved from time to time by the Division’s Council.

Article 3
Membership

3.1 Eligibility

Every individual Member (“Member”) of the Association shall, upon compliance with such conditions (if any) as may be laid down by the Division’s Council in conjunction with the Management Board, be a Member of the Division.

3.2 Dues

Each Member of the Division shall be entitled to be a Member of one Committee of any Section of the Division unless the Management Board shall otherwise decide. Any Member wishing to join additional Committees of any Section shall pay such further dues as shall be fixed from time to time by the Division’s Council in conjunction with the Association’s Management Board.

3.3 Cessation of membership

Any Member who resigns or otherwise ceases to be a Member of the Association shall cease to be a Member of the Division.

Article 4 **Officers and Administration**

4.1 Officers

4.1.1 The principal Officers of the Division shall be a Chair, Vice-Chair, Secretary-Treasurer and Assistant Treasurer (the "Principal Officers"). The Division may also have such additional Officers as the Division's Council may deem necessary.

4.1.2 Each of the Principal Officers shall hold office for a term of two years beginning on 1 January of each odd-numbered year. He or she shall not be eligible for immediate re-election to the same office unless in exceptional circumstances a General Meeting shall otherwise decide.

4.2 Elections

4.2.1 The Association's Nominations Committee shall before the end of June in each even-numbered year ("Election Year") submit to the Secretary-Treasurer the names of such persons as it proposes for election as Officers at the General Meeting of the Division to be held at the Conference of the Association in that year ("the relevant meeting"). If the Association's Nominations Committee shall at any time prior to that meeting reasonably conclude that any person so proposed will be unable or unwilling to serve, the Association's Nominations Committee shall, prior to the relevant meeting, submit to the Secretary-Treasurer the name of another person proposed for election. The Secretary-Treasurer shall, as soon as practicable, cause the Division's Council and the Members to be notified of such names known to the Secretary-Treasurer, so as to enable action to be taken (if desired) under Article 4.2.2. Such notice shall be deemed sufficient if it is given as described by Article 7.3.

4.2.2 The Association's Nominations Committee, in making its recommendations, will consider as a priority the benefit to the Division of the candidates proposed and their anticipated contributions to the Division's activities, but it may give such weight as it deems appropriate to all other relevant factors, including age, sex, and geographical representation.

4.2.3 The Association's Nominations Committee shall notify its recommendations to the Secretary-Treasurer, who shall inform any candidates who, under applicable rules and procedures for the nomination of Division Officers, were proposed to the Nominations Committee but were not recommended by the Committee, that they will not be eligible for election unless they are re-nominated in accordance with Article 4.2.2. Any such person who is not so re-nominated shall not be eligible for election and shall not appear on the ballot for the election itself.

4.2.4 Proposals of other persons for election as Officers may be made by notice in writing to the Secretary-Treasurer by at least 35 Members of the Division, of whom no more than seven shall be from the same country. Any such proposal must be received by the

Secretary-Treasurer at least 60 days before the relevant meeting. Failure to make such proposal in the aforementioned period shall render such persons as not eligible for election and their names shall not appear on the ballot paper.

- 4.2.5 Unless the Association's Nominations Committee in case of emergency otherwise decides, no person shall be eligible to be proposed as an Officer unless such person shall previously have served (i) as a Member of the Division's Council, (ii) as a Member of the Board of a Section or (iii) as the Chair, Co-chair or Vice-chair of a Committee, Forum or other grouping created by the Division's Council to carry on some part of the Division's activities.
- 4.2.6 If there shall not be more than one person proposed for any office, such person shall be declared by the Chair of the relevant meeting to have been elected.
- 4.2.7 Subject to Article 4.2.4, unless the Members present at the relevant meeting shall otherwise decide, all elections shall be by written ballot of all Members present and shall be taken in such manner as the Chair of the relevant meeting may determine.
- 4.2.8 The Division's Council may appoint a person qualified under Article 4.2.3 to fill any casual vacancy occurring among the Officers for the balance of the unexpired term for which the former Officer had been elected, and any person so appointed shall be eligible for election to such office for a further term. The Secretary-Treasurer shall notify the Members of the Division of the appointment of this person in an appropriate time and manner.
- 4.2.9 The votes of the Division to elect the President, Vice-President and Secretary General of the Association shall be cast by the Chair of the Division or such other Officer of the Division as he or she may designate.

4.3 Administrative Assistance

The Executive Director of the Association and the staff of the Association shall furnish administrative assistance to the Division and its Officers and Council.

4.4 Duties of the Officers

The duties of the Principal Officers shall be as follows:

- 4.4.1 The Chair shall be the Chief Executive Officer of the Division and shall:
 - 4.4.1.1 preside at General Meetings and at meetings of the Division's Council;
 - 4.4.1.2 appoint, pursuant to Article 6.3, the Chairs or Co-Chairs of all Committees, Fora and other groupings of the Division;
 - 4.4.1.3 supervise the activities of the other Officers and superintend all activities of the Division subject to the advice of the Division's Council and the ability of the Division's Council to override any decision;

- 4.4.1.4 keep the Management Board, the Division's Council, the President and Council of the Association and the Steering Group of the Public and Professional Interest Division (PPID) periodically informed of the plans and activities of the Division;
 - 4.4.1.5 serve as a Member of the Management Board of the Association;
 - 4.4.1.6 consult the Division's Council before casting the Division's vote on the election of any Officer of the Association;
 - 4.4.1.7 attend meetings of the Council of the Association or any other body at which the Division is to be represented or appoint another Officer or other person to represent the Division at such body; and
 - 4.4.1.8 perform such further duties and have such further powers as usually pertain to the Chair as the Chief Executive Officer of the Division or as may be decided by the Council.
- 4.4.2 The Vice-Chair shall:
- 4.4.2.1 perform the duties of the Chair if the Chair shall so request or if the Chair shall be unable to act or shall not be available;
 - 4.4.2.2 aid the Chair in the discharge of the Chair's responsibilities in such manner and to such extent as the Chair may request;
 - 4.4.2.3 have primary responsibility for coordinating with the Sections, Committees and Fora the publications of the Division;
 - 4.4.2.4 have responsibility for coordinating the work of the Sections, Committees, Fora and other groupings of the Division; and
 - 4.4.2.5 serve as a Member of the Management Board of the Association.
- 4.4.3 The Secretary-Treasurer shall:
- 4.4.3.1 assist the other Officers in such manner and to such extent as they may request;
 - 4.4.3.2 supervise the finances of the Division and make reports thereon to the other Officers, to the Division's Council and to the General Meeting of the Members of the Division;
 - 4.4.3.3 receive the names of persons proposed for election under Articles 4.2.1 and 4.2.2 and Articles 5.4.3 and 5.4.7, and any notices of motion under Article 7.3;
 - 4.4.3.4 give notice of the General Meetings of the Members of the Division and of meetings of the Division's Council and keep minutes of all such meetings;
 - 4.4.3.5 supervise the deposit of such minutes in the Offices of the Association;
 - 4.4.3.6 supervise the arrangements for any written ballot under Article 4.2.7 above or under Article 5.4.9 of; and

4.4.3.7 serve as Treasurer of the Association and as a Member of its Management Board.

4.4.4 The Assistant Treasurer shall assist the Secretary-Treasurer in his or her duties and shall serve as a Member of the Association's Management Board.

In the performance of their duties, the Principal Officers may, subject to the approval of the Chair, delegate specific tasks to Members of the Division's Council and to any additional Officers appointed by the Division's Council pursuant to Article 4.1.1 .

Article 5 Division's Council

5.1 Constitution

There shall be a Council of the Division, which shall consist of:

5.1.1 the Principal Officers of the Division;

5.1.2 one representative from the PPID;

5.1.3 one representative from SEERIL;

5.1.4 the immediate past Chair of the Division;

5.1.5 eighteen (18) other persons, individually recommended by the Division's Nominations Committee, several of whom shall be current or former Committee Chairs or Co-Chairs, and elected in accordance with Article 5.4 (the "Elected Members"); and

5.1.6 a maximum of four co-opted Members.

5.1.7 One of the President, Vice-President and Secretary-General of the Association, to be nominated by the President, shall be given notice of and entitled to attend all meetings of the Council, but shall not be entitled to vote.

5.2 Councillors Emeriti

Former Chairs of the Section on Business Law, the Section on Legal Practice and the Section on Energy and Natural Resources Law (prior to 2004), as well as former Chairs of the Division itself, shall be Councillors Emeriti and, as long as they are Members of the Association, be entitled to attend and participate in meetings of the Division's Section and Committee Officers, but without the right to vote unless they held the relevant office within the preceding two years.

5.3 Elected Members

Subject always to Article 5.1.5, the eighteen (18) elected Members shall hold office for a term of four years commencing on 1 January after the Election Year in which they are elected. Elected Members who have served for four years shall not be eligible for immediate re-election, unless in exceptional circumstances the Division's Nominations Committee or a General Meeting shall otherwise decide.

5.4 Elections

- 5.4.1 The Division's Chair shall, as promptly as possible after taking office, appoint: (i) five persons to form the Division's Nominations Committee; and (ii) four persons to be Members of the Association's Nominations Committee, such appointments to be reported to and ratified by the Division's Council at its next meeting.
- 5.4.2 The Division's Nominations Committee shall operate according to procedures set by the Division's Council.
- 5.4.3 The Division's Nominations Committee shall, before the end of June in each Election Year, submit to the Secretary-Treasurer the names of such persons as it proposes for election as elected Members of the Division's Council to fill whatever vacancies shall arise the following January 1. If the Division's Nominations Committee shall at any time prior to the relevant meeting reasonably conclude that any person so proposed will be unable or unwilling to serve, or vacancies shall otherwise exist, the Division's Nominations Committee shall submit to the Secretary-Treasurer the name of another person proposed for election. The Secretary-Treasurer shall, as soon as practicable, cause the Division's Council and the Members to be notified of such names known to the Secretary-Treasurer so as to enable action to be taken (if desired) under Article 5.4.7. Such notice shall be deemed sufficient if it is as described by Article 7.3.
- 5.4.4 The Division's Nominations Committee, in making its recommendations, will consider as a priority the benefit to the Division of the candidates proposed and their anticipated contributions to the Division's activities, but it may give such weight as it deems appropriate to all other relevant factors, including age, sex, and geographical representation.
- 5.4.5 The Division's Nominations Committee shall notify its recommendation to the Secretary-Treasurer who shall inform any candidates who, under applicable rules and procedures for the nomination of Division Council Members, were proposed to the Nominations Committee but were not recommended by the Committee, that they will not be eligible for election unless they are re-nominated in accordance with Article 5.4.7. Any such person who is not so re-nominated shall not be eligible for election and shall not appear on the ballot for the election itself.
- 5.4.6 Unless the Division's Nominations Committee in case of emergency otherwise decides, no person shall be eligible to be proposed as a Council Member unless such person shall previously have served as (i) a Member of the Board of a Section or (ii) as the Chair, Co-Chair or Vice-Chair of a Committee, Forum or other grouping of the Division.
- 5.4.7 Proposals of other persons for election as Members of the Division's Council may be made by notice in writing to the Secretary-Treasurer by at least 35 Members of the Division, of whom no more than seven shall be from the same country. Any such proposal must be received by the Secretary-Treasurer at least 60 days before the relevant meeting.
- 5.4.8 If the number of persons proposed for election as members of the Division's Council shall not exceed the number of vacancies, they shall be declared by the Chair of the relevant meeting to have been elected.

5.4.9 Subject to Article 5.4.8, unless the Members present at the meeting shall otherwise decide, all elections for members of the Division's Council shall be by written ballot of all Members present and shall be taken in such manner as the Chair of the meeting shall determine.

5.4.10 The Division's Council may appoint a person qualified under Article 5.4.6 to fill any casual vacancy occurring among the Council Members for the balance of the unexpired term for which the former Council Member had been elected. Any person so appointed shall hold office until the conclusion of the next Election Year and shall then be eligible for election for a further term.

5.4.11 The Secretary Treasurer shall notify the Members of the Division of the appointment of the person in a convenient time and manner.

5.5 Co-opted Members

The Division's Council may co-opt any Member of the Division as a Member of the Division's Council for such period, not exceeding two years, as the Division's Council may determine, provided that there shall not at any one time be more than four co-opted Members. A co-opted Member who has served for four years consecutively shall not be eligible for immediate further co-option, unless in exceptional circumstances the Division's Council shall otherwise decide. Notice of any proposal to co-opt a person as a Member of the Division's Council shall be given by the Secretary-Treasurer in the agenda for the relevant Division's Council Meeting.

5.6 Duties

Subject to (a) any restrictions which the Council of the Association may from time to time impose, (b) any decisions duly taken at General Meetings of the Members of the Division, and (c) these Bylaws, the Division's Council shall have general supervision and control of the affairs of the Division.

5.7 Meetings

The Division's Council shall meet at or about the time of each Conference of the Association and in the same city or place. The Division's Council shall hold at least one other meeting each year. It may, in addition, meet at any other time and place on the request of any of the Division's Officers or one-third of its Members. The quorum for a meeting of the Division's Council shall be one-third of the Members present in person. Except when the Division's Council decides to meet in a closed session, the Councillors Emeriti, the Members of any Section's Board, the Chairs and such other Officers of Committees, Sub-committees, Fora and other groupings of the Division as the person convening the meeting shall determine, shall be entitled to attend the meetings of the Division's Council to hear the discussions and, at the discretion of the Chair of the meeting, speak but not vote. The Chair of the meeting may limit such privilege of speaking. Members of the Division's Council shall have the preference in the discussions.

5.8 Non-attendance at meetings

Any Division's Council Member, whether elected or co-opted, shall, subject to the decision of the Division's Chair for good cause shown, be automatically removed if he or she fails to attend at least two meetings in any two-year period.

5.9 Chair of meetings

If at any meeting of the Division's Council none of the Principal Officers are present, the Division's Council shall elect a Chair of the meeting from among its number.

5.10 Voting at meetings

All decisions of the Division's Council shall be by majority vote of all Members who are either present in person and voting or, being absent, shall have communicated to the Secretary-Treasurer their votes in writing on the relevant proposition. In case of equality of votes, the Chair of the meeting shall have a second or casting vote.

5.11 Voting in writing

The Chair of the Division may, and if so requested by any five Members of the Division's Council shall, direct that a matter be submitted to the Members of the Division's Council for voting in writing within a stated time limit fixed by the Chair. The votes of a majority of the Members submitted in writing (by any means of transmission) within that time limit shall constitute a decision of the Division's Council.

5.12 General authority

The Division's Council may, subject to Article 7.6, act on behalf of the Division with respect to all matters relevant to the Division during intervals between Division General Meetings, and the Officers of the Division may act on such matters during intervals between Division's Council meetings.

Article 6

Sections, Committees, and Fora

6.1 Constitution of Sections, Committees and Fora

6.1.1 With a view to the participation of the Members of the Division in the subjects in which they may be expert or in which they may be interested, there shall be constituted such Sections, Committees and Fora and other groupings of the Division as the Division's Council shall approve. (For purposes of this Article 6, reference to Committees shall include Fora and any other such groupings.)

6.1.2 Each Section will be constituted by one or more Committees of the Division, as the Division's Council shall approve, and each Committee will have equal status within the Section. The Section's main responsibility will be to coordinate the activities of the constituent Committees.

6.1.3 Any changes to Committee and/or Section names will be subject to approval by the Division's Council.

6.1.4 The Division's Council shall notify the Management Board in writing of its intention to: (i) form a new Committee and its proposed scope of activities; or (ii) change the name of an existing Committee. If the Management Board notifies the Division's Council, within 30-days of the receipt of such notice, that such new Committee or the proposed change of name of an existing Committee creates a conflict with an existing committee within any

other constituent part of the Association, then the Division's Council shall not form such new Committee or change the name of the existing Committee.

6.2 Participation of Members

The Members of the Division may elect to join such Committee or Committees as they may wish, subject to the provisions of Article 3.2. The Members of the Division will become Members of the Section or Sections of which the Committee or Committees they have joined are part.

6.3 Chair of Committees

Each Committee shall have a Chair or Co-Chairs, who shall be appointed by the Chair of the Division after consultation with such other persons as he or she thinks fit and in particular after taking into account the views of the other Officers of the Division and the (co-)Chair(s) and Vice-Chairs (if any) of the Committee concerned.

6.4 Vice-Chairs and other Officers of Committees

Each Committee Chair may, after consultation with and approval of the Chair of the Division, appoint one or more Vice-Chairs and such other Officers of the Committee, as well as Officers of Sub-committees, as may seem necessary or appropriate.

6.5 Term of Office

Committee Officers shall hold office for a term of two years, which term can only be extended in exceptional circumstances with the approval of the Chair of the Division.

6.6 Removal of Officers and Council Members

Any Officer of the Division, any Member of the Division's Council and any Officer of a Section Board or Committee may be removed from office by the Division's Council if that person:

- 6.6.1 is declared bankrupt by a competent authority in the place of his or her domicile;
- 6.6.2 is declared incapable of handling his or her own affairs by reason of insanity or infirmity by a competent authority in the place of his or her domicile;
- 6.6.3 ceases for any reason to be a Member of the Association or the Division;
- 6.6.4 commits an act of serious misconduct, which shall include, but not be limited to, misuse of Association funds;
- 6.6.5 unreasonably fails to discharge his or her duties in a timely manner; or
- 6.6.6 fails to observe a direction of the Council or the Chair of the Division.
- 6.6.7 If the Division Chair reasonably considers that the circumstances require it, the Division Chair may, with the approval of the other Division Officers, remove any such person from office without the approval of the Division's Council but shall obtain the ratification of the Division's Council for such removal as soon as possible. In any vote of the Division's Council regarding such removal, the person concerned, if a Member of the Division's Council, shall not be entitled to exercise his or her vote.

6.7 Meetings of Committees

Each Committee shall, whenever possible, meet at the time of each Conference of the Association and may meet at any other time upon the request of its Chair or Co-Chairs, but not so as to involve the Association or the Division in any expenditure unless previously authorised by the Chair of the Division or any person to whom he or she may delegate such task.

6.8 Business Plan and Reports of Committees

6.8.1 Each Chair or Co-Chairs of a Committee shall present in writing annually to the Chair of the Division and to the Board of the Section of which it is a part a business plan informing about the activities the Committee intends to perform within that year, with special emphasis on conferences, special projects and publications.

6.8.2 Each Chair or Co-Chairs of a Committee shall make a written report to the Chair of the Division and to the Board of the Section of which it is a part of the proceedings of the Committee at such times as may be requested by the Chair of the Division, and at least annually shall distribute a written report to the Members of his/their Committee and his/their Section Board.

6.9 Section's Board and Responsibilities

6.9.1 With the exception of SEERIL, each Section will have a Board, which will be formed by the incumbent Committee Chair or Co-Chairs of the Committees of that Section. The immediate past Chairs or Co-Chairs of the Committees of that Section may, subject to the decision of the Section's Board, be Members of the Board.

6.9.2 The Section Board will be responsible for the coordination of activities and information reports among its constituent Committees, with special emphasis on joint programmes at annual conferences and specialised Committee Conferences, special projects, publications, membership drives and such other activities as the Committees may decide to undertake subject to the approval of the Division's Council.

6.9.3 Committees are encouraged also to develop activities with Committees in other Sections.

6.9.4 The Members of the Section Board may choose, at their discretion, to elect among them one or more as a Section Coordinator. If elected, the Section Coordinator or Coordinators will be responsible for the management of the Section Board's activities.

6.9.5 SEERIL will continue to operate in accordance with its by-laws for the time being pursuant to which, among other provisions, its affairs will be managed by its Officers and Section's Council.

6.10 Meetings of Sections

Each Section shall, whenever possible, meet at the time of each Conference of the Association and may meet at any other time upon the request of its Board, but not so as to involve the Association or the Division in any expenditure unless previously authorised by the Chair of the Division or any person to whom he or she may delegate such task. The Section will coordinate its meetings simultaneously with the meetings of its constituent Committees.

6.11 Section Bylaws

Subject to and with the approval of the Division's Council, any Section may adopt Bylaws governing the activities and procedures of the Section and the election of its Board and its responsibilities. In any such case, the Section Bylaws shall be deposited in the headquarters of the Association.

Article 7
General Meetings of the Division

7.1 General Meetings

A General Meeting of the Members of the Division shall be held during the Annual Conference of the Association in an Election Year. The General Meeting shall elect the Principal Officers and Members of the Division's Council in accordance with the procedures set out in Article 4 and Article 5 above and shall consider such other business as may be presented or arise.

7.2 Additional General Meetings

Additional General Meetings to be held at other times or places may be called by the Chair or the Division's Council.

7.3 Notice of Meetings

The Secretary-Treasurer shall give notice of every such General Meeting stating the date and place of the meeting. The notice shall include notices of motion and, in the case of a General Meeting held in an Election Year, the names of those proposed for election as Officers and as Members of the Division's Council. Such notice shall be sufficient if published on the website of the Association or in any Journal sent to Members of the Division or in the papers relating to the Conference or other occasion on which the meeting is to be held. No matter shall be eligible to be put to a vote at a General Meeting unless it shall have been included in the notice convening the meeting or notice of motion has been given to the Secretary-Treasurer not less than 30 days before the day of the meeting. Any other matter raised at a General Meeting may only be referred to the Division's Council for consideration.

7.4 Quorum

The Members of the Division present at any General Meeting shall constitute a quorum for the transaction of business, and the vote of a majority of those present shall constitute a decision of the Division unless the Division's Council shall direct that the matter be submitted to Members for voting in writing in accordance with Article 7.7.

7.5 Chair of the meeting

If at any General Meeting none of the Principal Officers are present, the Members of the Division's Council present shall elect a Chair from among their number.

7.6 Representation

7.6.1 The Division shall not take any action in the name of, or purporting to represent, the Association without the prior authority or specific approval of the Council of the Association, but it may take any action in the name of the Division.

7.6.2 Section Boards, Committee and Fora Officers shall not take any action in the name of, or purporting to represent, the Committee and Fora, the Section or the Division without the prior authority or specific approval of the Division's Council.

7.7 Voting by mail

The Division's Council may direct that a matter be submitted to the Members of the Division for voting in writing (by any means of transmission) within a stated time limit. The votes of a majority of the Members so voting shall constitute a decision of the Division.

7.8 Right to vote

The records of the Association shall determine the persons who are Members of the Division and entitled to vote.

Article 8
Miscellaneous

8.1 Fiscal year

The fiscal year of the Division shall be the same as that of the Association.

8.2 Salaries and expenses

No salary or other emoluments shall be paid to any Officer of the Division, Member of the Division's Council or Member of a Section Board, or Members of a Committee, Forum or other grouping of Members of the Division. The Division's Secretary Treasurer may however authorise the reimbursement of the travel and hotel expenses and duplicating, mailing, telephone, and similar expenses incurred by any such person.

8.3 Actions of the Division to be reported to the Association

Any resolution adopted by or action taken on the authority of a meeting of the Division shall be reported by the Chair to the Management Board, President and Council of the Association.

Article 9
Amendment of the Bylaws

9.1 Amendment by the Council of the Association

These Bylaws may be amended at any time by resolution of the Council of the Association on the recommendation of the Management Board, and with consent of the Council of the LPD.

9.2 Amendment by the Division

These Bylaws may be amended by the Council of the Division by a majority of its members both present and voting, provided that such amendment:

9.2.1 complies with Article 11.3 of the Association's Constitution; and

9.2.2 is ratified by the Management Board.

9.3 Effective Date

These Bylaws shall come into force on 1 January 2013.