

Constitution
of
THE BRITISH-GERMAN JURISTS ASSOCIATION

(As adopted on 5th May 2006, and amended on 23rd March 2019)

A Name

The name of the Association is The British-German Jurists Association (“**the Association**”).

B Objects

The Association's objects are:

- (a) To promote in the United Kingdom and Ireland the study and knowledge of the law and legal system of the Federal Republic of Germany;
- (b) To encourage and facilitate the education of United Kingdom and German lawyers in the study and practice of German and United Kingdom law respectively;
- (c) To arrange and participate in lectures, seminars, larger meetings and conferences in the Federal Republic of Germany or United Kingdom or elsewhere relating to the objects of the Association;
- (d) To cultivate personal and professional relations between members of the legal professions in both countries; and
- (e) To co-operate with the Deutsch-Britische Juristenvereinigung for the furtherance of the aforementioned objects

C Powers

In furtherance of the Association's objects but not otherwise the Association shall have power:

- (a) to raise funds and to invite and receive contributions;
- (b) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (c) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- (d) subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;

- (e) to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the Association's objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (f) to co-operate with other organisations or bodies operating in furtherance of the Association's objects or of similar purposes and to exchange information and advice with them;
- (g) to make grants and to establish or support any charitable trusts, associations or institutions formed for all or any of the Association's objects;
- (h) to appoint and constitute such advisory committees as the Committee may think fit;
- (i) to do all such other lawful things as are necessary or expedient for the achievement of the Association's objects.

D Membership

- (1) Membership of the Association shall be open to:
 - (a) individual members (including trainee/student members and retired members) of a legal profession, judges and academic teachers of law in the United Kingdom or elsewhere (“**individual members**”);
 - (b) firms of solicitors, barristers chambers, in-house legal departments and other bodies corporate or unincorporated associations (“**corporate members**”); and
 - (c) universities, colleges and other academic institutions (“**academic members**”);who are interested in furthering the work of the Association and who have paid the annual subscription laid down from time to time by the Committee.
- (2) Applications for membership shall be submitted in writing to the secretary of the Association, and may be approved or rejected by the Committee in its absolute discretion.
- (3) The Committee may confer honorary membership on any individual lawyer or non-lawyer it considers to merit such membership. Honorary members shall be considered individual members in all respects, save that they shall not be required to pay any annual subscription.
- (4) Each corporate member and academic member shall appoint up to five individuals to represent it and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace any appointed representative at any meeting of the Association if that

appointed representative is unable to attend. Each corporate member and academic member shall notify the names of the representatives appointed by it and of any alternate to the secretary. If any representative or alternate resigns from or otherwise leaves the corporate member or academic member, he or she shall forthwith cease to be a representative of that member.

- (5) A member may resign his membership by written notice to the secretary of the Association at any time. In addition, the Committee may unanimously and for good reason (including, without limitation, dishonourable or unprofessional conduct and failure to pay the annual subscription) terminate the membership of any individual or corporate or academic member, provided that the individual concerned, accompanied by a friend, or the appointed representatives of the corporate or academic member concerned (as the case may be) shall have the right to be heard by the Committee before a final decision is made.

E Executive Committee.

- (1) Subject to the provisions of this Constitution, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee (“**the Committee**”).
- (2) The Committee shall consist of:
 - (a) not more than fifteen members elected at the annual general meeting, who shall hold office from the conclusion of that meeting;
 - (b) any additional officers elected by the Committee pursuant to Clause E(4); and
 - (c) not more than one representative nominated by the Deutsch-Britische Juristenvereinigung and approved by the Committee.
- (3) The Committee shall elect from amongst themselves a chairman, a secretary and a treasurer. The Committee may also elect from among themselves one or more vice-chairmen and/or assistant secretaries.
- (4) The Committee may also elect an honorary President and one or more honorary Vice-Presidents, who shall be additional members of the Committee.
- (5) The Committee may co-opt any member to fill a casual vacancy and in addition may co-opt not more than four additional members, but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under clause H(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been

vacated in which case the appointment shall run from the date when the post becomes vacant.

- (6) All the members of the Committee, other than the Honorary President and any Honorary Vice-Presidents, shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (7) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

F Termination of Membership of Committee

A member of the Committee shall cease to hold office if he or she:

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) is absent without the permission of the Committee from all its meetings held within a period of six months and the Committee resolves that his or her office be vacated; or
- (3) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

G Committee Members not to be personally interested

No member of the Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

H Meetings and proceedings of the Committee

- (1) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any two members of the Committee, upon not less than seven days' notice being given to the other members of the Committee of the matters to be discussed.
- (2) The chairman or, in his absence, any vice-chairman, shall act as chairman at meetings of the Committee. If the chairman and vice-chairman are absent from any meeting, the members of the Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

- (3) There shall be a quorum when at least one-third of the number of members of the Committee for the time being or four members of the Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
- (6) The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Committee may appoint one or more sub-committees consisting of two or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.

I Receipts and expenditure

- (1) The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide. The Committee shall from time to time determine the person or persons authorised to sign cheques drawn on the account.
- (2) The funds belonging to the Association shall be applied only in furthering its objects.

J Annual General Meeting

- (1) The Association shall hold an annual general meeting once in every calendar year.
- (2) Every annual general meeting shall be called by the Committee. The secretary shall give at least twenty-one days' notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) The chairman of the Committee or, in his absence, the vice-chairman shall be the chairman of the annual general meeting. If neither the chairman nor any vice-chairman is present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

- (4) The Committee shall present to each annual general meeting the Chairman's report on the activities of the Association during the preceding year and the report and accounts of the Association for the preceding year.
- (5) Nominations for election to the Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Association at least forty-eight hours before the annual general meeting, provided that the chairman may in his discretion permit nominations to be made on short notice. Should nominations exceed vacancies, election shall be by ballot.
- (6) Any member wishing to raise any other business at the annual general meeting shall give written notice in writing of such other business to the secretary not less than fourteen days before the date of the meeting, provided that the chairman may in his discretion permit other business to be raised on short notice.

K Special General Meetings

The Committee may call a special general meeting of the Association at any time, if at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.

L Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) There shall be a quorum at any general meeting when at least five members of the Association are present .¹
- (3) Every individual member shall have one vote, and the appointed representatives of each corporate member and each academic member shall have one vote each (up to a maximum of five for each corporate member or academic member).

M Notices

Any notice required to be served on any member of the Association shall be in writing or, if the member has notified the Association of an address or number for the purpose of receiving electronic communications (as defined in the Electronic Communications Act 2000), may be given by electronic communication. The notice shall be served by the secretary or the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to

¹ Amended at the Annual General Meeting held on 23rd March 2019, when it was agreed that clause L(2) should be reviewed in two years.

such member at his or her last known address in the United Kingdom or, in the case of an electronic communication, to any number or address notified as aforesaid for such purpose. Any letter sent by post shall be deemed to have been received within seven days of posting, and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

N Alterations to the Constitution

Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

O Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise 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 institution or institutions having objects similar to the objects of the Association as the members of the Association may determine.