



**Introduction and Constitutions of the General Council of the Bar and of  
the Inns of Court and the Bar Educational Trust**

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## Part I

### Introduction

#### Definitions

1. In these Constitutions of the General Council of the Bar and the Inns of Court and the Bar Educational Trust, unless the context otherwise requires:

"The Introduction" shall mean the provisions set out in Part I.

"The Bar Council Constitution" shall mean the constitution of the General Council of the Bar set out in Part II.

"The Bar Council" shall mean the General Council of the Bar as constituted by the Bar Council Constitution.

"The Bar Standards Board" shall mean the Board established to exercise and oversee all the regulatory functions of the Bar Council.

"The Council of the Inns of Court" and the "Inns' Council" shall mean the incorporated charity named: 'The Council of the Inns of Court', charity number 1155640.

"The Chair", and "Vice-Chair", shall mean the Chair, and Vice-Chair, respectively of the Bar Council elected pursuant to the provisions of the Bar Council Constitution.

"The Vice-Chair Elect" shall mean the person (if any) who has been elected, but who has not yet assumed office, as Vice-Chair of the Bar Council pursuant to the provisions of the Bar Council Constitution.

"The Treasurer" shall, in the Bar Council Constitution, mean the Treasurer of the Bar Council elected pursuant to the provisions of the Bar Council Constitution.

"The Treasurer Elect" shall mean the person (if any) who has been elected, but who has not yet assumed office, as Treasurer of the Bar Council pursuant to the provisions of the Bar Council Constitution.

"The Officers" shall mean the Chair, the Vice-Chair and the Treasurer of the Bar Council.

"The President" shall mean the President of the Inns' Council elected pursuant to the provisions of the Inns' Council Constitution.

"The Inns" shall mean the Four Inns of Court and "Inn" has a corresponding meaning.

"Bencher" shall mean a Master of the Bench of any of the Inns.

"Self-Employed Barrister" shall mean a self-employed barrister as defined in the Bar Standards Board Handbook.

"Employed Barrister" shall mean an employed barrister as defined in Bar Standards Board Handbook.

"Registered European Lawyer" shall mean a European lawyer registered with the Bar Council as defined in the Bar Standards Board Handbook.

"Unregistered Barrister" shall mean an unregistered barrister as defined in the Bar Standards Board Handbook.

"The Bar" shall mean the Bar of England and Wales as defined in the Bar Standards Board Handbook.

"Subscriber" shall mean any self-employed barrister or employed barrister or registered European lawyer whose practising certificate fee to the Bar Council is paid up to date in the full amount, or who has for the time being been specially exempted by the Bar Council from the requirement to pay a practising certificate fee to the Bar Council. For the purpose of attendance and entitlement to vote at the Annual General Meeting, 'subscriber' shall mean also any unregistered barrister whose voluntary subscription to the Bar Council is paid up to date in the full amount, but shall not include overseas or retired subscribers.

"Honorary Life Member" shall mean a barrister who has retired as a self-employed or employed barrister or as a registered European lawyer who has given exceptional services to the Bar Council and is appointed as an honorary life member by resolution of the Bar Council; such member shall be exempted from the requirement to pay the annual subscription.

"The General Management Committee" shall mean the standing committee of the Bar Council described in Regulation 12(b) of the Bar Council

Constitution.

"The Relevant Date" shall mean the 1st January in each calendar year or such earlier or later date (not being later than the 1st September in that calendar year) as the Bar Council may determine.

"A Year" shall mean the period starting on the Relevant Date in each year and ending on the day before the next Relevant Date.

"The Chief Executive" shall mean the person for the time being appointed to such position pursuant to the provisions of Regulation 17 of the Bar Council Constitution.

The masculine shall include the feminine gender.

The plural shall include the singular and vice versa.

## **The Council of Legal Education and the Inns of Court and the Bar Educational Trust**

2. (a) On and after 1 February 1997 the Council of Legal Education
  - (i) shall hold such part of its assets as are required for the future conduct of the Inns of Court School of Law ("the School") upon trust to transfer the same (in so far as not already transferred) to The Inns of Court School of Law ("the Company", a company limited by guarantee) to be held by it for the charitable objects for which the Company is established;
  - (ii) shall hold the remainder of its assets upon the trusts and with and subject to the powers and provisions declared and contained in Part III hereof of and concerning the Inns of Court and the Bar Educational Trust.
- (b) Until 31 January 1997 the Council of Legal Education shall continue to conduct the School on behalf of the Inns but may at its discretion transfer part or all of so much of its assets as are required for the future conduct of the School and part or all of its functions to the Company in anticipation of the Company taking over the conduct of the School on 1 February 1997.
- (c) Until 31 January 1997 the Council of Legal Education shall continue to

be constituted with the composition, functions and powers with which it was constituted on 1 April 1996.

- (d) On and after 1 February 1997 the Council of Legal Education shall be reconstituted with the composition, functions and powers set forth in Part IV hereof as the Trustees of the Inns of Court and the Bar Educational Trust.

PROVIDED ALWAYS that nothing herein shall require, authorise or permit the Council of Legal Education or the Trustees of the Inns of Court and the Bar Educational Trust to hold or apply any of its monies or other assets for any purpose or in any manner not exclusively charitable.

### **Amendment of the Introduction**

- 3. (a) Subject as aforesaid, this Introduction may be amended only by resolution passed by the Bar Council in accordance with the procedures provided for amendment of the Bar Council Constitution.

## **Part II**

### **Constitution of the General Council of the Bar**

#### **Functions and powers of the Bar Council**

- 1. The Bar Council is established to discharge the following functions:
  - (a) To be the governing body of the Bar.
  - (b) To consider, lay down and implement general policy with regard to all matters affecting the Bar.
  - (c) To maintain the standards, honour and independence of the Bar, to promote, preserve and improve the services and functions of the Bar, and to represent and act for the Bar generally as well as in its relations with others and also in matters affecting the administration of justice.
  - (d) To formulate and implement policies for and to regulate (including by making, altering and giving effect to regulatory arrangements as defined in section 21 of the Legal Services Act 2007 in respect of) all aspects of

- (i) education and training for the Bar, including, but without limitation,
  - a. education and training in the Academic Stage as defined in the Bar Training Rules as contained in the BSB Handbook;
  - b. education and training in the Vocational Stage as defined in the Bar Training Rules as contained in the BSB Handbook;
  - c. education and training in pupillage;
  - d. continuing education and training for barristers;
  - e. testing by assessment, examinations or otherwise of students, barristers and other qualified lawyers; making provision itself for, or arranging for others to make provision for, such education, training and testing;
- (ii) qualification for Call to the Bar and for the grant of rights of audience and rights to conduct litigation and other rights exercisable by barristers;
- (iii) the grant of rights of audience and rights to conduct litigation exercisable by barristers and other rights exercisable by barristers;
- (iv) the authorisation of barristers to carry on reserved legal activities as defined in the Legal Services Act 2007;
- (v) the authorisation of bodies of persons (corporate or unincorporated) to carry on reserved legal activities as defined in the Legal Services Act 2007;
- (vi) the conduct, practice and discipline of barristers, including the conduct of barristers exercising rights of audience, rights to conduct litigation and other rights exercisable by barristers.
- (vii) the conduct, practice and discipline of other persons authorised by the Bar Council to carry on reserved legal activities as defined in the Legal Services Act 2007;
- (viii) the conduct, practice and discipline of persons who are not authorised by the Bar Council to carry on reserved legal activities but who are managers or employees of persons who are so authorised

(within the meaning of the Legal Services Act 2007)

- (e) To make arrangements, either directly or through another body, for the conduct of disciplinary hearings and to take disciplinary action according to the Bar Council's regulatory arrangements in respect of those persons who are subject to those rules.
- (f) To create a board, to be known as the Bar Standards Board, to discharge its regulatory functions. The Bar Standards Board shall be constituted in accordance with such constitution as the Bar Council shall from time to time determine.

For the purposes aforesaid the Bar Council shall have all appropriate powers and jurisdiction, including (without prejudice to the generality of the foregoing) power to raise funds for its general purposes, and to use the services of any other persons including any charity or charities established by the Bar Council for educational purposes.

### **Composition of the Bar Council**

2. The Bar Council shall be made up as follows:

- (a) Officers comprising:
  - (i) The Chair, who shall be a member of the Council ex-officio and not otherwise;
  - (ii) The Vice-Chair;
  - (iii) The Treasurer.

The Vice-Chair and the Treasurer shall also be members of the Council ex officio, but in their case without prejudice to their membership (if any) under another provision of this Regulation.

- (aa) Officers Elect comprising:
  - (i) The Vice-Chair Elect;
  - (ii) The Treasurer Elect.

The Vice-Chair Elect and the Treasurer Elect shall also be members of the Council ex officio, but in their case without prejudice to their



membership (if any) under another provision of this Regulation.

- (b) Members comprising:
  - (i) The Attorney General, the Solicitor-General and the Director of Public Prosecutions ex officio.
  - (ii) The Leader for the time being of each Circuit ex officio.
  - (iii) The Chairman or Chair for the time being of the Criminal Bar Association, the Family Law Bar Association, the Chancery Bar Association, the London Common Law and Commercial Bar Association, the Bar Association for Commerce, Finance and Industry and the Commercial Bar Association ex officio.
  - (iv) 12 subscribers appointed by the Benchers of the Inns.
  - (v) 12 subscribers elected by the Circuits, of whom, at the date of their election, all shall be self-employed barristers or employed barristers and at least 6 shall be Juniors.
  - (vi) 15 subscribers elected by the Criminal Bar Association, the Family Law Bar Association, the Chancery Bar Association, the London Common Law and Commercial Bar Association, the Intellectual Property Bar Association, the Bar European Group, the Revenue Bar Association, the Technology and Construction Bar Association, the Planning and Environment Bar Association, the Administrative Law Bar Association, the Professional Negligence Bar Association, the Commercial Bar Association, the Personal Injuries Bar Association, the Employment Law Bar Association, and the Property Bar Association all of whom shall be self-employed barristers or employed barristers at the date of their election.
  - (vii) 4 subscribers elected by the Bar Association for Commerce Finance and Industry, the Crown Prosecution Service and the Government Legal Service through the FDA and the Bar Association for Local Government and the Public Service, all of whom shall be self-employed barristers or employed barristers at the date of their election.
  - (viii) 39 subscribers elected by subscribers who are self-employed barristers or self-employed registered European lawyers and whom, at the date of their election, all shall be self-employed barristers or

self-employed registered European lawyers, and 12 shall be Juniors who first became eligible for a full practising certificate less than 7 years before the date of their election, 21 shall be Juniors who first became eligible for a full practising certificate 7 years or more before the date of their election and 6 shall be Queen's Counsel, or self-employed registered European lawyers of equivalent seniority since registration.

- (ix) 15 subscribers elected by subscribers who are employed barristers or registered European lawyers in employment and of whom, at the date of their election, all shall be employed barristers or registered European lawyers in employment and 6 shall be Juniors who first became eligible for a full practising certificate less than 7 years before the date of their election, and 9 shall be Juniors who first became eligible for a full practising certificate 7 years or more before the date of their election or Queen's Counsel or registered European lawyers in employment of equivalent seniority since registration.
- (x) Not more than 4 further subscribers who may be co-opted by the Bar Council.

### **Election of members and duration of membership**

- 3. (a) Of the 12 subscribers appointed by the Benchers of the Inns, 3 shall be appointed by the Benchers of each of the Inns and shall be members of that Inn (whether Benchers or not).
- (b) Of the 12 subscribers elected by the Circuits, 2 shall be elected by each of the Circuits and shall be members of that Circuit. At least one of the 2 elected by each Circuit shall be a Junior at the date of his election.
- (c) Of the 15 subscribers elected by the Associations referred to in Regulation 2(b)(vi) one shall be elected by each of those Associations, and each shall be a member of the Association that has elected him. If the Chairman or Chair of any of the said Associations who is ex officio a member of the Bar Council (or his nominee serving on the Bar Council in his place) is a Queen's Counsel, then the elected representative of that Association shall be a Junior at the date of his election.
- (d) Of the 5 subscribers elected by the Associations referred to in Regulation 2(b)(vii) one shall be elected by each of those Associations

and each shall be a member of the Association that has elected him. If the Chairman or Chair of any of the said Associations who is ex officio a member of the Bar Council (or his nominee serving on the Bar Council in his place) is a Queen's Counsel, then the elected representative of that Association shall be a Junior at the date of his election.

4. (a) The elected members of the Bar Council shall take office on the Relevant Date following their election.
  - (b) Further provisions concerning the election of members of the Bar Council are set out in Schedule I hereto.
  - (c) No person who is a member of the Bar Standards Board shall be elected or appointed or co-opted as, or shall become ex officio, a member of the Bar Council.
5. (a) An elected member of the Bar Council shall retire immediately before the Relevant Date occurring three years after taking office as a member of the Bar Council, and shall be eligible for re-election.
  - (b) One-third of the members of the Bar Council referred to in Regulation 2(b)(viii) shall retire immediately before the Relevant Date in each year. Those to retire shall be those who have been members longest since their last election.
  - (c) One-third of the members of the Bar Council referred to in Regulation 2(b)(ix) shall retire immediately before the Relevant Date in each year. Those to retire shall be those who have been members longest since their last election.
  - (d) Each of the subscribers appointed by the Benchers of the Inns to be members of the Bar Council shall serve for such period as shall be fixed by the Benchers who appoint him being not less than one year and not more than three years subject always to Regulation 6. Each of the subscribers appointed shall be eligible for re-appointment on the expiry of his term of office.
  - (e) A person co-opted to membership of the Bar Council shall retire immediately before the Relevant Date following his co-option, but shall then be eligible for appointment, election or co-option (as the case may be) to the Bar Council.

(f) Any person who is appointed to one of the offices referred to in Regulation 2(b)(i), (ii) and (iii) and who, at the commencement of his term of office is, or during the currency of his term of office (but for this provision) would become, a member of the Bar Council within one of the categories referred to in Regulation 2(b)(iv) to (x) shall be deemed to have vacated his membership within such category forthwith upon commencing his term of office or (as the case may be) upon the date during the currency of his term of office when (but for this provision) his membership within such category would otherwise have begun, whereupon the provisions of Regulation 7 shall apply. This provision shall not apply to any person who, while a member of the Bar Council, is appointed an alternate or a nominee pursuant to Regulation 8 or (as the case may be) Regulation 9.

6. A person shall cease to be a member of the Bar Council if:

- (a) he ceases to be a subscriber;
- (b) he ceases to be a barrister or a registered European lawyer;
- (c) he was elected or nominated:
  - (i) as a self-employed barrister and thereafter ceases self-employed practice;
  - (ii) as an employed barrister and thereafter ceases to be an employed barrister;
  - (iii) as a registered European lawyer and thereafter ceases to practise as a registered European lawyer;
  - (iv) as a member of a Circuit or Association and ceases to be a member of that Circuit or Association;
- (d) by notice in writing to the Chief Executive he resigns his membership of the Bar Council;
- (e) not being a member ex officio of the Bar Council (i) he absents himself from 3 consecutive meetings of the Bar Council or of any committee or subcommittee of the Bar Council of which he is a member or absents himself in any year from one-half in number of the meetings of the Bar Council and (ii) the General Management Committee resolves that he ceases to be a member of the Bar Council;

- (f) having been appointed by the Benchers of an Inn, his appointment is at any time revoked by such Benchers;
  - (g) he becomes a member of the Bar Standards Board.
7. If a casual vacancy occurs in the membership of the Bar Council pursuant to Regulation 6 or otherwise, such vacancy shall be filled by a person who satisfies any personal requirements specified in Regulation 2 and 3 (were there to be an election at the date of his appointment). Such person shall be appointed or elected to the casual vacancy in the following manner:
- (a) in the case of an appointed member referred to in Regulation 2(b)(iv) by appointment by the Benchers of the relevant Inn;
  - (b) in the case of an elected member referred to in Regulation 2(b)(v) by appointment by the Leader of the relevant Circuit;
  - (c) in the case of an elected member referred to in Regulation 2(b)(vi) or (vii) by appointment by the Chairman or Chair of the relevant Association;
  - (d) in the case of an elected member referred to in Regulation 2(b)(viii) or (ix): (i) by appointment by Bar Council for the period until the completion of the next election to be held pursuant to Regulation 2(b)(viii) or (ix), as the case may be; and (ii) thereafter, by election by subscribers eligible to vote in such election. In the event that the period of appointment under regulation 7(d)(i) would be for a period of less than 6 months, the Chair may make such an appointment, subject to that appointment being ratified at the next Bar Council meeting.

Any person who fills a casual vacancy shall (subject to Regulations 6 and 7(d)) remain a member until the date when the member whose place he has filled would have been due for retirement.

### **Alternates**

8. (a) Any of the following members of the Bar Council may (and, in the case of any member who knows at least five clear days in advance that he will be unable to attend a meeting of the Bar Council, must) appoint

an alternate to act and vote in his place at any meeting of the Bar Council:

- (i) the Circuit Leaders;
  - (ii) the Chairmen of the Bar Associations referred to in Regulation 2(b)(iii).
- (b) Alternates may (and, in the case of any member who is known at least five clear days in advance to be unable to attend a meeting of the Bar Council, must) be appointed by the Benchers of the relevant Inn to act and vote in the place of any of the subscribers appointed by them as referred to in Regulation 2(b)(iv).
- (c) Alternates may (and, in the case of any member who is known at least five clear days in advance to be unable to attend a meeting of the Bar Council, must) be appointed by the Leader of the relevant Circuit to act and vote in the place of any of the subscribers elected by the Circuit as referred to in Regulation 2(b)(v).
- (d) Alternates may (and, in the case of any member who is known at least five clear days in advance to be unable to attend a meeting of the Bar Council, must) be appointed by the Chairman or Chair of the relevant Association to act and vote in the place of any of the subscribers elected by the Association as referred to in Regulation 2(b)(vi) or (vii).
- (e) A person may not be appointed or thereafter act as such alternate unless, at the date on which he is appointed and on every occasion on which he so acts, he is a subscriber and possesses the same personal qualifications specified in Regulations 2 and 3 which entitled the person he is representing to be appointed or elected to the Bar Council.
- (f) A person may not be appointed as such an alternate if he is a member of the Bar Standards Board. A person who is appointed as such an alternate may not thereafter act as such an alternate at any time when he is a member of the Bar Standards Board.

## **Nominees**

9. (a) A Circuit or Bar Association shall be entitled to nominate some person to be its member ex officio of the Bar Council in place of its Leader or Chairman/Chair (as the case may be) and such person shall remain its member ex officio of the Bar Council until the Circuit or Bar

Association (as the case may be) shall otherwise determine. A person may not be appointed or thereafter act as a nominee unless on the date on which he is appointed and on every occasion on which he so acts (i) he is a subscriber and a member of the Circuit or Bar Association (as the case may be) of which he is the nominee.; and (ii) he is not a member of the Bar Standards Board.

- (b) References in these Regulations to Circuit Leaders and to Chairmen or Chairs of Bar Associations shall include their respective nominees appointed as aforesaid.

### **Election of Officers**

- 10. (a) The Officers shall be elected by the members of the Bar Council and shall at the time of their proposal for election each be a member of the Bar Council. The Chair, the Vice-Chair and Treasurer shall be elected not later than 31st May in each year. The Officers shall hold office from the Relevant Date next after their election until immediately before the next Relevant Date.
- (b) Candidates for election as Officers must be proposed and seconded by persons who are members of the Bar Council at the time of their proposal for election. Proposals for the election of Officers must be by notice in writing to the Chief Executive, signed by both proposer and seconder and accompanied by a statement signed by the person proposed of his willingness to accept office if elected. Contested elections shall be conducted by postal ballot with the Chief Executive acting as a returning officer and, if there are more than two candidates, by single transferable vote.
- (c) Proposals for the election of the Chair, the Vice-Chair and the Treasurer must be given not sooner than 10.00 on the first Monday in April and not later than 17.00 on the last Friday in April in each year.
- (d) The Chair and the Vice-Chair shall be eligible for re-election for a second term. The Treasurer shall be eligible for re-election annually for a period not exceeding 4 years.
- (e) The Bar Council may elect some eligible person to fill a casual vacancy caused by any Officer ceasing to be eligible to hold office or for any other reason. Any person elected to a casual vacancy shall hold office until the next Relevant Date and shall be eligible for re-election for a

second term.

### **Proceedings of the Bar Council**

11. (a) Save and subject as elsewhere expressly provided in these Regulations, the Bar Council may hold meetings and adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Meetings of and ballots of the Bar Council shall be conducted in accordance with the provisions set out in Schedule II hereto.
- (c) The Bar Council shall cause proper minutes to be kept of the proceedings of all meetings of the Bar Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
- (d) The continuing members of the Bar Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Bar Council shall at any time be reduced in number to less than 20 they may act as a Bar Council for the purpose of filling up vacancies in their body but not for any other purpose.
- (e) All acts done by the Bar Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of its members be as valid as if every person had been duly appointed.

### **Committees of the Bar Council**

12. (a) The Bar Council may delegate any of its functions and powers to (and may make or approve any arrangements for the delegation of those functions by) the Bar Standards Board or any committee, Officer or employee of the Bar Council and at any time revoke any such delegation.
- (b) Without prejudice to the generality of Regulation 12(a) there shall be a committee of the Bar Council which shall be called the General Management Committee, and which shall have, among others, the powers and functions referred to in Regulations 6(e), 15(e), 17(b), 20,



and Schedule IV.

- (c) The Bar Council may, at any time, resolve to exercise some or all of the powers and functions of the General Management Committee referred to in Regulation 12(b) in place of such Committee and it may at any time delegate the exercise of any of such powers and functions to some other committee or committees of the Bar Council.

### **Standing Orders**

- 13. Save and except as elsewhere expressly provided in these Regulations the composition, functions and powers of the committees and sub-committees of the Bar Council (including the power to establish sub-committees and the power to co-opt and to appoint alternates), and the appointment of the officers and the conduct of the proceedings of such committees and sub-committees shall be in accordance with such standing orders as the Bar Council shall from time to time determine.

### **Annual General Meeting of Subscribers to the Bar Council**

- 14. (a) An Annual General Meeting of the Subscribers to the Bar Council shall be held once in every year on such date and at such time and place as the Bar Council shall determine. At the Annual General Meeting the Bar Council shall present its annual report and accounts. Every Subscriber shall be entitled to attend the Annual General Meeting.
- (b) The Annual General Meeting of Subscribers and ballots of Subscribers shall be conducted in accordance with the provisions set out in Schedule III hereto.

### **Extraordinary General Meetings and ballots of the Bar**

- 15. (a) Upon a request made to the Chief Executive in writing by not less than 150 Subscribers and stating the objects for which the meeting is required, the Bar Council shall as soon as reasonably practicable convene a meeting of Subscribers for the discussion of the objects for which the meeting is required and such other matters as the Bar Council may think fit.
- (b) The Bar Council may convene such meetings of or conduct such

ballots of the Bar or any section thereof as it may think fit.

- (c) A meeting convened pursuant to this Regulation shall be called an Extraordinary General Meeting.
- (d) If the Bar Council pursuant to clause (a) or (b) of this Regulation calls an Extraordinary General Meeting or holds a ballot of the Bar or any section of the Bar, the provisions set out in Schedule IV shall apply.
- (e) Any powers of the Bar Council to ballot the Bar or a section of the Bar may also, subject to any directions of the Bar Council, be exercised by the General Management Committee.

### **Resolutions of Annual and Extraordinary General meetings**

- 16. (a) In this Regulation the expression "a Directive Resolution" shall mean a resolution of the Bar passed in accordance with the provisions of Schedule V.
- (b) Except in the case of a Directive Resolution the Bar Council and its officers shall not be bound to give effect to any resolution of any Annual or Extraordinary General Meeting (and whether passed on a show of hands or upon a ballot) and it shall not be competent for any Annual or Extraordinary General Meeting to exercise, or to attempt to exercise, any function or power which by these Regulations is exercisable by the Bar Council or by any person, committee or sub-committee to which, in accordance with these Regulations, the exercise of such functions or power has for the time being been delegated.
- (c) In the case of a Directive Resolution the Bar Council and its officers shall be bound to do all things which are required of them to implement such resolution.

### **The Chief Executive and other administrative staff of the Bar Council**

- 17. (a) The Bar Council shall appoint a Chief Executive or other principal administrative officer and such other administrative officers for such periods and on such terms as to remuneration and otherwise as it thinks fit. Such administrative officers shall discharge all such duties as the Bar Council shall assign to them respectively. The services of

such administrative officers shall be freely available to the Bar Council and its committees and sub-committees, save in the case of any administrative officers whose services are provided exclusively to the Bar Standards Board.

- (b) Anything required to be done and any directions required to be exercised by, and any notice required to be given to, the Chief Executive may be done or exercised by, or given to, any deputy for the Chief Executive authorised by the General Management Committee to act in the latter's place (either prospectively or retrospectively and either generally or for a particular purpose).

### **Investment and borrowing and subsidiaries**

18. Monies not required for current purposes may be placed on deposit or invested in the purchase of or upon the security of such shares, stocks, funds, securities, lands, buildings, chattels or other investments or property of whatsoever nature and wheresoever situated and whether involving liabilities or producing income or not or upon personal credit with or without security in all respects as if the persons exercising the powers of investment hereby conferred were absolute owners beneficially entitled and so that any investments shall be held in the name of a body corporate from time to time selected by the Bar Council as its nominee for that purpose.
19. The Bar Council shall have power at any time and from time to time to borrow and secure any monies borrowed and to act as guarantor for any subsidiary company, provided always that the aggregate amount of any borrowing for the time being outstanding and any liability arising from acting as guarantor for a subsidiary company shall not then exceed one half of the market value of the investments then held by the Bar Council.
20. The powers of investment and borrowing conferred by Regulations 18 and 19 may be exercised on behalf of the Bar Council by the Finance and Audit Committee. Any undertaking to act as guarantor for a subsidiary will require the prior approval of the General Management Committee.

### **Finance**

21. The Chief Executive may authorise any bank account of the Bar Council to be overdrawn up to a limit fixed by the Finance and Audit Committee.

22. Any bank account of the Bar Council shall be capable of being drawn upon by such persons as the Finance and Audit Committee shall from time to time determine.

### **Accounts and books of account**

23. The Bar Council shall cause proper books of account to be kept at its offices or at any such other place or places as the Bar Council shall think fit. The books of account shall always be open to the inspection of the members of the Bar Council.
24. The Bar Council shall each year prepare accounts which shall be duly audited and shall annually present such accounts to the Inns and to the Subscribers in General Meeting.

### **Notices**

25. A notice, ballot paper or other document required by these Regulations to be given to any person may be given to him:
- (a) by delivering it to him personally; or
  - (b) by sending it through the post, by email or facsimile or by Document Exchange addressed to him at his address which (in the case of notice through the post) shall be taken to be any address supplied by him to the Chief Executive (and not subsequently cancelled) for the purpose of giving notices to him or (if he has supplied no such uncanceled address) the postal or email address of his Chambers or place of employment or business or residence in the most recent records of the Bar Council and which (in the case of notice by Document Exchange) shall be taken to be the Document Exchange number supplied by him to the Chief Executive (and not subsequently cancelled); or
  - (c) provided the document or an envelope containing it bears his name, by leaving it or causing it to be left at his address (ascertained in the same manner).
26. Any document so posted or sent by Document Exchange shall be deemed to have been received by, and so duly given to, the person in question on the third day after the day on which the envelope or package containing it is put

into the post or (as the case may be) delivered to the appropriate Document Exchange delivery point.

27. A person for whom the Bar Council has no record of any such address shall not be entitled to receive any ballot paper or notice of any meeting.
28. No proceedings of any general meeting of the Bar Council or the Subscribers shall be invalidated notwithstanding that it be afterwards discovered that notice was not duly given to any person or persons entitled thereto or that any person not entitled to such notice was present at or voted at such meeting.
29. Any notice, written request or other document which by these Regulations is to be served on or given to the Bar Council or the Chief Executive shall be sufficiently served or given by being addressed to the Bar Council or Chief Executive (as the case may be) and deposited at the offices of the Bar Council.

### **Alterations of Regulations**

- 30 (a) Without the prior written consent of the Inns' Council no alteration may be made to Regulations 2(b) (iv), 3(a), 5(d), 6(f), 7(a), 8(b) or this Regulation or to the voting rights of members of the Bar Council. The prior written consent of the Inns' Council will be required to any change in the composition of the Bar Council which reduces the Inns' representation on the Bar Council to less than one tenth of the members of the Bar on the Bar Council.
- (b) Subject to Regulation 30(a) these Regulations may be altered by Extraordinary Resolution of the Bar Council.
- (c) The terms of any alteration to the Regulations shall be notified to all Subscribers in the notice convening the General Meeting (whether Annual or Extraordinary) next following the meeting of the Bar Council at which the alteration was made.

### **Indemnity**

31. The Bar Council shall indemnify the Senate and its members against its liabilities outstanding on the 1st January 1987 which expression shall include liabilities accruing or arising on or after the 1st January 1987 in respect of any act or omission done or omitted before the 1st January 1987.

### **Transitional provisions**

32. To give due effect to Amendments made by the Bar Council on 29th July 2000 and subject always to Regulation 6, the following Transitional Provisions shall apply:
- (a) Subscriber elections shall be held in 2000 and each year thereafter to elect subscribers as follows:
    - (i) 13 subscribers elected by subscribers who are self-employed barristers and of whom, at the date of their election, all shall be self-employed barristers, and 4 shall be Juniors under 7 years Call, 7 shall be Juniors over 7 years Call and 2 shall be Queen's Counsel.
    - (ii) 5 subscribers elected by subscribers who are employed barristers and of whom, at the date of their election, all shall be employed barristers and 2 shall be Juniors Under 7 years Call and 3 shall be Juniors over 7 years Call or Queen's Counsel.
  - (b) A non-practising barrister elected prior to amendments made by the Bar Council on 29th July 2000 shall retire immediately before the relevant date occurring three years after taking office as a Bar Council member.

## Schedule I

### Election of members of the Bar Council

#### Functions and powers of the Bar Council

1. In this Schedule the expression  
  
"Candidate" shall mean a candidate for election to the Bar Council.  
  
"Circuit Elections" shall mean elections to the Bar Council by members of the Circuits as referred to in Regulation 2(b)(v).  
  
"Association Elections" shall mean elections to the Bar Council by Association members as referred to in Regulations (2)(b)(vi) and (vii).  
  
"Self-Employed Subscriber Elections" shall mean elections to the Bar Council by Subscribers as referred to in Regulation 2(b)(viii).  
  
"Employed Subscriber Elections" shall mean elections to the Bar Council by Subscribers as referred to in Regulation 2(b)(ix).
2. Circuit Elections shall be held every three years commencing in 1994 and Association Elections every three years commencing in 1995. Responsibility for conducting such elections is the responsibility of individual circuits and associations and not the Bar Council. Procedures are a matter for individual circuits and associations. The names of those elected are to be forwarded to the Chief Executive by the closing date for the receipt of ballot papers for subscriber members.
3. Self-Employed Subscriber Elections shall be held every year in order (a) to elect one-third of the members of the Bar Council referred to in Regulation 2(b)(viii), thereby replacing the one-third of such members retiring immediately before the Relevant Date pursuant to Regulation 5(b), and so ensuring that on and after the Relevant Date the Bar Council includes the members referred to in Regulation 2(b)(viii) and (b) to elect as required by Regulation 7(d)(ii) any person to fill any casual vacancy amongst the elected members of the Bar Council referred to in Regulation 2(b)(viii).
4. Employed Subscriber Elections shall be held in every year in order (a) to elect one-third of the members of the Bar Council referred to in

Regulation 2(b)(ix) thereby replacing the one-third of such members retiring immediately before the Relevant Date pursuant to Regulation 5(d) and so ensuring that on and after the Relevant Date the Bar Council includes the members referred to in Regulation 2(b)(ix) and (b) to elect as required by Regulation 7(d)(ii) any person to fill any casual vacancy amongst the elected members of the Bar Council referred to in Regulation 2(b)(ix).

5. A person may not vote in Circuit Elections or Association Elections unless at the date of voting (a) he is a Subscriber, and (b) he is a member of the relevant Circuit or Bar Association (as the case may be) and may not vote in Self-Employed Subscriber Elections unless at the date of voting (a) he is a Subscriber and (b) he is a self-employed barrister or a self-employed registered European lawyer.
6.
  - (a) A Subscriber may not in any year vote as a member of more than one Circuit in Circuit Elections.
  - (b) A Subscriber may not in any year vote as a member of more than one Association in Association Elections.
  - (c) A Subscriber who is a member of a Circuit and a member of an Association is entitled to vote in Circuit Elections and Association Elections as well as in Subscriber Elections in any year.
7. A person may not vote in Employed Subscriber Elections unless at the date of voting (a) he is a Subscriber and (b) he is an employed barrister or a registered European lawyer in employment.
8. Every candidate in the Self-Employed Subscriber Elections and the Employed Subscriber Elections shall be proposed in writing by one Subscriber who is either a self-employed barrister or an employed barrister and his proposal form together with his signed consent to serve if elected shall be delivered to the offices of the Bar Council not earlier than 7 September and not later than 21 September.
9. A person may not offer himself for election at the same time in more than one of the categories referred to in Regulation 2(b)(v) to (ix). In the event that there is a casual vacancy or vacancies to be filled pursuant to paragraph 3(b) or 4(b) above in any Self-Employed Subscriber Election or Employed Subscriber Election, then:
  - (a) each Candidate in the election shall be a Candidate for election as



member of the Bar Council either for a three-year term (as defined in Regulation 5(a)) or for the term of the casual vacancy or vacancies;

- (b) in the event of a ballot, the Candidates first elected shall be elected as members for three-year terms until the number required to be elected have been elected, and the Candidates next elected shall be elected as members for the term of any casual vacancy or vacancies, beginning with the longest such term;
  - (c) in the event that (pursuant to paragraph 11 below) no ballot is required, then:
    - (i) if no more Candidates are duly proposed than are required to be elected as members for three-year terms such candidates shall be deemed to be elected as members for three-year terms; and
    - (ii) if more Candidates are duly proposed than are required to be elected as members for three-year terms, then the Chief Executive shall draw lots so as to determine which Candidates are elected as members for what terms, and the Candidates first chosen shall be deemed to be elected as members for three-year terms until the number required to be elected have been elected, and the Candidates next chosen shall be deemed to be elected as members for the term of any casual vacancy or vacancies, beginning with the longest such term.
10. A list of Candidates duly proposed shall be posted up in such places as the Chair may direct within 4 days after the last day for delivery of proposal forms.
11. If no more Candidates of any description are duly proposed than are required to be elected to make up the membership specified in Regulations 2 and 3 (including any casual vacancy to be filled pursuant to paragraph 3(b) or 4(b) above) such Candidates shall be deemed to be elected and any vacancy still remaining shall be treated as a casual vacancy to be filled in accordance with Regulation 7.
12. If more Candidates are duly proposed than can be elected to make up the membership specified in Regulations 2 and 3 (including any casual vacancy to be filled pursuant to paragraph 3(b) or 4(b) above) the election shall be by ballot papers to be personally filled and signed by the electors. The ballot papers shall be in such form generally as

the Chair shall from time to time prescribe and shall, when issued, have written thereon the name of the Subscriber for whose use it is intended and shall be counted only when signed by such Subscriber.

13. Ballot papers shall be served in any manner authorised by Regulation 25 not later than 5 October.
14. The Self-Employed Subscriber Elections and the Employed Subscriber Elections shall be conducted by single transferable vote.
15. All ballot papers when filled in and signed shall be returned to the offices of the Bar Council not later than 19 October or (if 19 October falls on a Saturday, Sunday or bank holiday) by 10 am on the next working day.
16. Any ballot paper not filled in, signed and returned in accordance with the requirements of this Schedule and within the time prescribed by the last preceding paragraph shall be void. The Chief Executive shall act as the returning officer, and shall determine all questions regarding the validity of any ballot papers or of any vote.
17. No election of any member of the Bar Council shall be invalidated by reason of any defect in or invalidity of any voting paper used thereat or by reason of any error however occasioned in the tally of votes cast.
18. A return of the persons elected as members of the Bar Council shall be made and signed by the Chief Executive as soon as possible.
19. The Chief Executive shall publish the names of the persons elected as members of the Bar Council as soon as practicable.
20. Persons elected to the Bar Council in accordance with this Schedule shall be deemed to have been elected on the last day fixed by paragraph 15 for the return of ballot papers.

## **Schedule II**

### **Meetings and ballots of the Bar Council**

1. At least one meeting shall be held in or immediately before each Sitting.
2. On the request of the Chair or of not less than 20 members of the Bar Council the Chief Executive shall at any time summon a meeting of the Bar Council. Four clear days' notice at least of each such meeting shall be given unless the Chair in any case of emergency shall otherwise direct.
3. Notice of any matters to be placed on the agenda for a meeting of the Bar Council shall be sent to the Chief Executive, with the name of the sender, at least eight clear days before the date of the meeting.
4. Unless those present at the meeting otherwise resolve, no business except that appearing on the agenda shall be brought before a meeting of the Bar Council.
5. 20 members of the Bar Council shall constitute a quorum.
6. The Chair shall preside at all meetings of the Bar Council at which he shall be present, but if there be no Chair, or if he be absent, then the Vice-Chair shall so preside, but if there be no Vice-Chair, or if he be absent, then the members present shall choose one of their number to be Chair of that meeting.
7. The Bar Council may at any time invite any person to attend in an advisory capacity at any meeting or meetings of the Bar Council. All meetings of the Bar Council shall be open to Subscribers unless the Bar Council resolves to the contrary in relation to any meeting or part of any meeting. Paragraphs 10-12 of this schedule shall not apply to any resolution by the Bar Council to close any meeting or part of any meeting.
8. Subject as hereinafter provided questions arising at any meeting shall be decided by a majority of votes of those present and voting. Each member of the Bar Council shall have one vote but in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.

9. If the question be put as an Extraordinary Resolution the requisite number shall be (a) two-thirds of those members of the Bar Council who are present and vote at a meeting of the Bar Council of which not less than four clear days' notice specifying the intention to propose the resolution as an Extraordinary Resolution has been duly given; or (b) if voting is by ballot, two-thirds of those members of the Bar Council who vote in the ballot on the question.
10. If a ballot is demanded by at least one-quarter of those present and voting or by 12 of them (whichever number be the less) the question shall be determined upon a ballot which shall be held (subject as hereinafter provided) in such manner as the Bar Council may determine so as best to ensure that every member shall have the opportunity of voting.
11. (a) If the question be put as one which, in accordance with Paragraph 6(d) of the Introduction, requires a resolution of not less than two-thirds of the members of the Bar Council at the time of the resolution, the matter shall be determined either at a meeting of the Bar Council of which not less than four clear days' notice has been given specifying that the resolution is one which requires to be passed by not less than two-thirds of the members of the Bar Council or, if the Bar Council so decides, upon a ballot.  
  
(b) The provisions of Paragraph 12 of this Schedule shall apply to any such ballot as if references in that paragraph to the demand for a ballot were references to the decision of the Bar Council to hold a ballot on the question.
12. Unless the Bar Council otherwise directs, a ballot of members of the Bar Council shall be taken in accordance with the following provisions:  
  
(a) Within seven days after the date of the meeting at which the ballot was demanded the Chief Executive shall send to each member of the Bar Council a ballot paper setting out the resolution in respect of which the ballot has been demanded. The ballot paper shall contain instructions as to voting and shall be in such form generally as, subject to any directions of the Bar Council, the Chief Executive considers appropriate.  
  
(b) Each member of the Bar Council wishing to vote in the Ballot shall

complete his ballot paper and return it to the office of the Bar Council so as to be received there not more than fourteen days after the date of the meeting at which the ballot was demanded and any ballot paper not so received shall not be counted in determining the result of the ballot.

- (c) On a ballot, the Chair of the meeting at which the ballot was demanded shall not have a casting vote, and, in the event of a tie, the resolution balloted (if it is on a question to be decided by a majority of those voting) shall not be carried.
- (d) The accidental omission to send a ballot paper to any person, or the failure of any person to receive a ballot paper, shall not invalidate the ballot.
- (e) The result of any ballot shall be made known to the members of the Bar Council in such manner as the Chair shall direct.

## Schedule III

### Annual General Meetings and ballots of subscribers

1. Not less than twenty-eight clear days' notice of an Annual General Meeting shall be given in such one or both of the following ways as the Bar Council determines:
  - (a) by the posting of notices in each of the Inns and in such other places (if any) as the Bar Council may from time to time direct.
  - (b) by giving notice individually to every person who is entitled to attend and (having regard to Regulation 27) to receive notice of the meeting.

Such notices shall specify the place, the day and the hour of the meeting, and the general nature of any matter which is to be brought forward for discussion. They should also include the proviso set out in Paragraph 16 of the Bar Council Constitution. The accidental omission to post any such notice in manner provided shall not invalidate the proceedings of any meeting.

2. Any Subscriber shall be at liberty to bring forward any resolution (not disallowable under Paragraph 7 of this Schedule) for discussion and decision at an Annual General Meeting provided that prior notice of his intention to do so shall have been given in writing to the Chief Executive not less than 21 clear days before the day of the meeting and provided that the resolution is seconded by another Subscriber. The Chief Executive shall thereupon give notice of all such resolutions in the manner prescribed under Paragraph 1 of this Schedule not less than 7 clear days before the day of the meeting. Notwithstanding any failure to comply with all or any of these requirements the Chair of the meeting may at his discretion allow a resolution to be brought forward for discussion and decision upon such terms as he considers reasonable. Before any resolution is debated at a General Meeting the Chair of that meeting shall remind it of the content and effect of the proviso set out in Paragraph 16 of the Bar Council Constitution and suggest that the resolution be phrased in the form "This meeting invites the Bar Council to examine ..." The Bar Council shall then be required to report the outcome of its examination to the Bar within six months.
3. No business shall be transacted at an Annual General Meeting unless a quorum is present at the time when the meeting proceeds to

business and, save as hereinafter otherwise provided, 60 subscribers personally present shall constitute a quorum.

4. If within a quarter of an hour from the time appointed for an Annual General Meeting a quorum be not present the meeting shall stand adjourned to the same day in the next week at the same time and place or at some other time and place as the Chair of the meeting shall appoint; and if at such adjourned meeting a quorum be not present within a quarter of an hour from the time appointed for the meeting, those persons who are present shall constitute a quorum.
5. The Chair of any Annual General Meeting may, if a quorum was present at the time when the meeting proceeded to business, adjourn the meeting with its consent to another time or another place, but
  - (a) no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place;
  - (b) if the meeting is adjourned for 21 days or more, not less than 14 clear days' notice of the adjourned meeting shall be given in any manner and form sufficient for the original meeting; and
  - (c) if the meeting is adjourned for less than 21 days, it shall not be necessary to give any notice of the adjourned meeting.
6. The Chair or such other person as he nominates, or in the absence of the Chair and any such nominated alternate, the Vice-Chair shall preside as Chair at every Annual General Meeting. If at any Annual General Meeting neither the Chair (or, as the case may be, an alternate nominated by the Chair) nor the Vice-Chair is present within ten minutes after the time appointed for holding the same, the persons present shall choose some member of the Bar Council, or if no such member be present and willing to take the chair, some person present to preside.
7. The Chair of an Annual General Meeting may, at any time during the meeting, by refusing to accept, to allow discussion of, or to put to the meeting, reject
  - (a) any resolution contrary to or inconsistent with these Regulations or the obligations of the Bar Council under any provision of or made under the Legal Services Act 2007 (including its obligations in relation

to the principle of regulatory independence as defined in rule 1 of the Internal Governance Rules 2009);

- (b) any amendment to a resolution which has not been seconded by another Subscriber;
  - (c) any resolution which in his opinion raises matters substantially similar to those which have arisen or are likely to arise under another resolution at that meeting;
  - (d) any resolution or amendment which, upon a show of hands being requested by the Chair, is not supported for debate by at least 20 subscribers, present in person or by proxy.
8. A Subscriber who has given notice of a resolution pursuant to Paragraph 2 of this Schedule may, without the consent of the meeting, withdraw the resolution at any time before speaking to it. Thereafter he may withdraw it only with the leave of the Chair of the meeting which shall not be given if any Subscriber present objects, and before giving such leave the Chair of the meeting shall ask the meeting if there is any such objection.
9. No Subscriber shall be permitted without the consent of the Chair of the meeting to speak more than once or for more than five minutes on the same matter, save in the case of the proposer of the resolution under debate, who shall be entitled to speak for not more than seven minutes.
10. At any Annual General Meeting any resolution put to the vote of the meeting shall be decided on a show of hands by a majority of those who, being entitled to attend, are present in person or by proxy at the meeting, unless a ballot of the subscribers is upon declaration of the result of the show of hands required by the Chair of the meeting or by eighty persons present in person or by proxy and entitled to vote on the resolution, but:
- (a) if the resolution affects only a section of Subscribers, only members of the section shall be entitled to vote and the references to a ballot in this Schedule shall be read as referring to a ballot of that section;
  - (b) for the purposes of sub-paragraph (a) of this paragraph, a resolution shall be regarded as affecting a section only of Subscribers if (and only if):



- (i) the Bar Council so resolves; or
  - (ii) the Bar Council having earlier neither so resolved nor resolved to the contrary, the Chair of the meeting at which the resolution is to be put so determines, except that if at the meeting, before a vote is taken on the resolution, the Bar Council's determination is demanded orally or in writing by at least one-half of those present in person or by proxy or by twenty of them (whichever is the less) the determination of the Chair of the meeting shall be of no effect in respect of that resolution (unless it is upheld by the Bar Council) and the Chair of the meeting may then provisionally take such votes as he may think fit or may adjourn the meeting (or proceed to other business and then adjourn the meeting) so as to enable a vote to be taken on the resolution after the Bar Council's determination;
- (c) a ballot shall not be capable of being required by persons entitled to vote at the meeting other than the Chair of the meeting if the Chair of the meeting declares that the subject matter of the resolution has recently been the subject of a ballot.
11. No ballot shall ever be required on the election of a Chair of an Annual General Meeting or on any question of adjournment of any such meeting.
12. No resolution shall be passed if there are less than 60 members entitled to vote present in person or by proxy when the vote is taken.
13. In the event of an equality of votes on a show of hands, the Chair of the Annual General Meeting shall be entitled to a second or casting vote, but on a ballot there shall be no casting vote and in the event of a tie, the resolution balloted shall not be carried.
14. Unless the Bar Council otherwise directs, a ballot on a resolution put at an Annual General Meeting of Subscribers shall be taken in accordance with the following provisions:
- (a) Within twenty-one days after the date on which the resolution was put to the meeting the Chief Executive shall send to each Subscriber to be balloted a ballot paper setting out the resolution in respect of which the ballot has been demanded. The ballot paper shall contain instructions as to voting and be in such form generally as, subject to

any directions of the Bar Council, the Chief Executive considers appropriate.

- (b) Each Subscriber entitled and wishing to vote in the ballot shall complete his ballot paper and return it to the office of the Bar Council so as to be received there not more than thirty-five days after the date on which the resolution was put to the meeting, and any ballot paper not so received shall not be counted in determining the result of the ballot.
  - (c) The accidental omission to send a ballot paper to any person, or the failure of any person to receive a ballot paper, shall not invalidate the ballot.
  - (d) The result of any ballot shall be deemed to be the resolution of the Annual General Meeting at which the ballot was demanded, and shall be made known to the Subscribers in such manner as the Chair shall direct.
15. A Subscriber shall be entitled to vote by proxy at an Annual General Meeting if he or she shall at least 24 hours in advance of the meeting have delivered or caused to be delivered to the Chief Executive a certificate that he is prevented from attending the meeting for due medical or religious cause and shall have nominated either some specified Subscriber present in person at the meeting or the Chair of the meeting *ex officio* to vote on his or her behalf (in which case any show of hands shall be so conducted as to ensure that the proxy has a further vote on behalf of the Subscriber in question in addition to his or her own vote).

## Schedule IV

### General meetings and ballots of the Bar

1. The Bar Council shall specify who shall be entitled to attend the meeting, and the date time and place of the meeting.
2. Not less than 14 clear days' notice of the meeting shall be given in such one or both of the following ways as the Bar Council determines:
  - (a) by the posting of notices in each of the Inns and in such other places (if any) as have for the time being been fixed by the Bar Council for posting notices to call Annual General Meetings of Subscribers;
  - (b) by giving notice individually to every person who is entitled to attend and (having regard to Regulation 27) to receive notice of the meeting.
3. Paragraphs 2 to 13 (inclusive) and 15 of Schedule III shall apply as if any references in those Regulations to a meeting were references to the meeting of the Bar or section of the Bar, and any references to Subscribers were references to the members of the Bar or that section (as the case may be), and save that the Bar Council may, if it think fit, fix for any particular Extraordinary General Meeting of the Bar or section of the Bar some other number than 60 persons present as a quorum for the meeting.
4. Unless the Bar Council otherwise directs, a ballot of the Bar or a section of the Bar shall be taken in accordance with the following provisions:
  - (a) The date of initiation of the ballot shall be taken to be:
    - (i) the date on which the resolution to be balloted is put to a meeting of the Bar or of a section of it; or
    - (ii) if the ballot is held, without any such meeting, by decision of the Bar Council or the General Management Committee, the date on which the Bar Council or the General Management Committee decides to ballot the Bar or a section of it.
  - (b) Within twenty-one days after the ballot has been initiated the Chief Executive shall send ballot papers to those persons to be balloted setting out the resolution or question on which the ballot has been

required. The ballot paper shall contain instructions as to voting and be in such form generally as, subject to any directions of the Bar Council, the Chief Executive considers appropriate.

- (c) Each person entitled and wishing to vote in the ballot shall complete his ballot paper and return it to the office of the Bar Council so as to be received there not more than thirty-five days after the ballot was initiated, and any other ballot paper not so received shall not be counted in determining the result of the ballot.
- (d) The accidental omission to send a ballot paper to any person, or the failure of any person to receive a ballot paper, shall not invalidate the ballot.
- (e) The result of any ballot shall be deemed to be the resolution of any meeting at which the ballot was initiated, and shall be made known to the Bar or section of the Bar balloted in such manner as the Chair shall direct.

## Schedule V

### Directive Resolutions

1. A Directive Resolution is any resolution of an Annual or Extraordinary General Meeting which satisfies the following conditions:
  - (a) when proposed and seconded notice is given to the Chief Executive that it is intended to be a Directive Resolution and a written explanation is lodged of its financial implications (if any).
  - (b) the Chair of the Bar has certified that he is satisfied that it would not if passed commit the Bar Council or the Bar to a policy or course of action which is not permitted or is beyond its powers, or is contrary to or inconsistent with the obligations of the Bar Council under any provision of or made under the Legal Services Act 2007 (including its obligations in relation to the principle of regulatory independence as defined in rule 1 of the Internal Governance Rules 2009).
  - (c) the resolution is passed by a majority of two thirds of those present and voting at the meeting (persons abstaining being disregarded).
  - (d) If so required by the Chair of the Bar or by 80 subscribers at or within fourteen days after such meeting the resolution has furthermore been passed on a ballot of two thirds of those voting.
2. On any ballot under paragraph 1(d) above there shall be circulated the material lodged on the giving of notice of the intention to propose the resolution as a Directive Resolution plus three memoranda of not more than five pages each as follows namely
  - a. one from the proposer and seconder summarising the reasons for passing the resolution as a Directive Resolution
  - b. one from such person or persons as shall be nominated for this purpose by the Chair of the Bar summarising the reasons for not passing the resolution or not passing it as a Directive Resolution
  - c. one from the Chair of the Bar indicating his views (if any) whether or not the resolution should be so passed
3. No resolution intended to be put forward as a Directive Resolution

shall be capable of amendment in any way unless the Chair of the Bar or of the meeting as the case may be certifies that the amendment in question does not alter the substance of the resolution.

## **Part III**

### **Constitution of the Inns of Court and the Bar Educational Trust**

#### **Definitions**

1. In this Constitution, unless the context otherwise requires,

"The Trust" means the Inns of Court and the Bar Educational Trust referred to in paragraph 2 below

"The Trustees" means the Trustees referred to in subparagraphs 3(a), (b) and (c) below

"The Chairman" means the Chairman of the Trust

"The Company" means The Inns of Court School of Law, a company limited by guarantee

"The School" means the Inns of Court School of Law, the educational institution carried on by the Company

"The Trust Fund" means the assets of the Council of Legal Education other than the assets directed by paragraph 3 of the Introduction to be transferred to the Company

and other expressions have the meanings respectively assigned to them by paragraph 1 of the Introduction

#### **The Trust**

2. On and after 1 February 1997 the Council of Legal Education shall hold its assets other than the assets directed by paragraph 3 of the Introduction to be transferred to the Company ("the Trust Fund") upon the trusts and with and subject to the powers and provisions hereinafter contained, and the charitable Trust of which the members of the Council are the Trustees shall with effect from that date be known as "the Inns of Court and the Bar Educational Trust".

#### **The Trustees**

3. The Trustees of the Trust on and after 1 February 1997 shall consist of the following persons:

- (a) A Chairman nominated by the President of the Inns' Council after consultation with the Chair of the Bar Council;
  - (b) Four Trustees nominated by the Inns' Council
  - (c) Four Trustees nominated by the Bar Council
4. The Trustees shall be competent to act notwithstanding a vacancy in their number.
5. (a) Subject as provided below, the Trustees shall serve for a term of 3 years from 1 February in the year in which they take up office and shall thereafter be eligible for renomination.
- (b) The appointment of a Trustee may be revoked at any time by the body or person who nominated him
- (c) A vacancy in the Trustees (other than the Chairman), however occurring, shall be filled by the body which nominated the Trustee whose cesser has caused the vacancy, which shall appoint a new trustee to serve in his place for the remainder of the term for which he was originally nominated.
- (d) Save for the Chairman, the Trustees shall retire by rotation: three of the original Trustees chosen by lot shall retire on 31 January 1998, three of the remainder chosen by lot shall retire on 31 January 1999 and the remaining two shall retire on 31 January 2000, the retiring Trustees in each case being eligible for renomination for a term of 3 years.
- (e) The Chairman shall serve as such until his death or resignation or until the expiration of the period for which he is appointed or until the revocation of his appointment under sub-paragraph (b) above, whichever first happens.

### **The Trust Fund**

6. The Trustees shall hold the Trust Fund and the property from time to time representing the same upon trust that they shall apply the income (and may with the approval of the Bar Council and the Inns' Council from time to time apply the capital) thereof in or towards the support of education and training for the Bar and in particular:



- (a) The education and training of pupils;
- (b) The continuing education of young and recently qualified barristers;  
and
- (c) Such of the charitable functions formerly carried on by the Council of Legal Education as have been transferred to and are for the time being being carried on by the Bar Council.

### **Conduct of the proceedings of the Trustees**

- 7. (a) The Chairman shall take the chair at every meeting of the Trustees. In the absence of the Chairman the Trustees present at such meeting shall appoint one of their number to chair the meeting.
- (b) Matters at any meeting of the Trustees shall be decided by a majority vote. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (c) The Trustees shall meet as often as business requires, and in any event not less frequently than twice a year.
- (d) Subject as hereinbefore expressly provided the Trustees shall meet and regulate their business in such manner as they shall think fit.

### **Duties and powers**

- 8. The Trustees shall report annually to the Bar Council and the Inns' Council.
- 9. The Trustees shall have power to make any payment authorised by clause 7 above to any of the Inns of Court, to the Bar Council, to the Company or to any other person or body to be applied by the payee for any purpose so authorised without being concerned to see to the application thereof themselves.
- 10. The Trustees shall have the same power to make an investment of any kind as if they were absolutely entitled to the Trust Fund.
- 11. (a) The Trustees may appoint as the investment manager for the Trust a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

- (i) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986, or
  - (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of section 45(1)(j) of that Act.
- (b) The Trustees may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Trust on behalf of the Trustees in accordance with the investment policy laid down by the Trustees, but may only do so on terms consistent with this paragraph.
- (c) Where the Trustees make any delegation under this paragraph they shall:
  - (i) inform the investment manager in writing of the extent of the Trust's investment powers;
  - (ii) lay down a detailed investment policy for the Trust and immediately inform the investment manager in writing of it and of any changes to it;
  - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
  - (iv) ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and the exercise by him of his delegated authority;
  - (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
  - (vi) review the appointment at such intervals not exceeding 15 months as they think fit; and
  - (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide and as are consistent with this paragraph, provided that such

remuneration may include commission, fees and/or expenses earned by the investment manager if and only to the extent that such commission, fees and/or expenses are disclosed to the Trustees.

- (d) Where the Trustees make any delegation under this paragraph they shall do so on the terms that:
  - (i) the investment manager shall comply with the terms of his delegated authority;
  - (ii) the investment manager shall not do anything which the Trustees do not have power to do;
  - (iii) the Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this paragraph;
  - (iv) The Trustees shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.
- 12. The Trustees may invest or hold or allow to remain in the name or under the control of any person or persons, corporation or corporations as nominee or nominees of the Trustees the whole or such part of the Trust Fund as the Trustees shall in their absolute discretion think fit.
- 13. Subject to the proviso to paragraph 3 of the Introduction, the Trustees shall have power to do all such other things as they may from time to time consider expedient or conducive towards the discharge of their functions under clauses 6 and 7 above.
- 14. In the professed execution of the trusts and powers vested in them as Trustees of the Trust no Trustee shall be liable for any loss to the Trust arising by reason of any improper investment made in good faith or by reason of any mistake or omission made in good faith by him or any other Trustee or by reason of any other matter other than wilful and individual fraud wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.

### **Amendments**

- 15. Subject to the proviso to paragraph 3 of the Introduction, this Constitution

may be amended from time to time by the Inns' Council with the written consent of the Bar Council.

### **Commencement**

16. This Constitution shall take effect on and from 1 February 1997.