

CONSTITUTION OF THE COMMERCIAL BAR ASSOCIATION

1. NAME

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

2. MEMBERSHIP

(a) Individual

Any practising barrister, whether employed or self-employed, who is regulated by the BSB, and who pays a practising certificate fee to the BSB, and a substantial portion of whose work is in the commercial field, is eligible for Individual Membership for any period during which he or she holds a practising certificate, and may apply to the Secretary for membership, and shall become and remain an Individual Member upon acceptance of such application and payment of the annual subscription.

(b) Chambers

Any set of Chambers with a current membership of 10 or more barristers who are or would be eligible to be Individual Members under clause 2(a) above and wish to be members of COMBAR, on the invitation of the Secretary or of its own motion may apply to the Secretary for “Chambers Membership”. Upon notification of the acceptance in principle of the application, the set of Chambers shall pay a subscription calculated by multiplying the Individual Membership subscription by the number of eligible members of Chambers who wish to be members of COMBAR (excluding those exempt under clause 6(b) below), less ten per cent. Upon such payment, each of those members of the Chambers who wish to be members of COMBAR shall have the same rights as if he or she were an Individual Member save and except the voting rights set out in clause 4(a)(ii).

(c) In any case of dispute, in respect of a membership application under clauses 2(a) or 2(b), the Secretary shall refer to the Executive (whose decision shall be final) to decide whether any individual has a substantial portion of their work in the commercial field. The Executive before so deciding shall take into account any written representations made to it on behalf of the barrister or of the Chambers, and of the Secretary.

(d) Honoris Causa

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

Such member may attend the Annual General Meeting, and may speak but not vote thereat. Such member may, by invitation only, attend other meetings or committees of COMBAR, and may in respect thereof appoint at his/her discretion an alternate to attend and speak. Honorary members need pay no subscription.

(e) Honorary Overseas Member

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

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

At the end of this four-year period such member may be invited by the Chair after consultation with the Executive and the International Committee to continue as an Honorary Overseas Member for a further period. Such member may attend the Annual General Meeting, and may speak but not vote thereat. Such member may, by invitation only, attend other meetings or committees of COMBAR, and may in respect thereof appoint at his/her discretion an alternate to attend and speak. Honorary overseas members need pay no subscription.

3. **OBJECTS**

The objects of COMBAR shall be:

- (a) To take such action as it thinks fit to maintain and improve the service to clients provided by practitioners in the commercial field and the provision of such service in the Business and Property Courts;
- (b) To ascertain and represent the views in professional matters of its members, and of practitioners in the commercial field generally, and to take such action as it thinks fit to promote their collective interests particularly with regards to training, pro bono work, continuing education and the general development of the practices of such practitioners and Chambers, including through the provision and funding of awards and practice development programmes for members and prospective members, including the provision and funding of awards for Judicial Assistants to the Commercial Court;
- (c) To provide a forum for discussion of matters of common interest amongst such practitioners and Chambers, and to formulate and seek to have adopted by them such common strategies as may be appropriate to best serve their future professional interests as a whole;
- (d) To represent its members on the General Council of the Bar, to the BSB, and in responding to public or other consultations;
- (e) To liaise in whatever manner is considered appropriate on any matter with the General Council of the Bar, the BSB, the specialist bar associations, the Commercial Court Users' Group or other court users' committees, the Lord Chancellor's Department, the Inns of Court, the media, or with such other persons or bodies as the Chair or Executive shall think fit;
- (f) To consider, recommend and seek to implement general policy with regard to all matters affecting the professional practice and interests of members and Chambers practising in the commercial field;

- (g) To promote the interests of barristers practising in the commercial field including promotion, where appropriate, of the specific interests of the self-employed bar;
- (h) To support the continued recruitment of talented new commercial barristers, male and female, from diverse backgrounds, including by marketing to and organising or participating in events for prospective applicants, promoting equality of opportunity in recruitment, and promoting fair recruitment;
- (i) To support equality of opportunity of barristers practising in the commercial field, including within their Chambers, and in the QC and judicial appointments processes; and
- (j) To improve the public image of the commercial bar, including by donating to legal or similar charities.

4. OFFICERS AND COMMITTEE AND EXECUTIVE

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

- (a) The Committee
 - (i) There shall be a committee which shall consist of one representative preferably elected but otherwise appointed by each set of Chambers holding a chambers membership, from amongst the COMBAR members in that Chambers.
 - (ii) In addition, the Individual Members under clause 2(a) (who are not members of a set with Chambers Membership under clause 2(b)) shall elect by ballot to membership of the Committee from amongst their own number representatives on the basis of one such member for every thirty Individual Members (or if such membership be not exactly

divisible by thirty, then one extra member in addition) provided that there shall at all times be not less than one member of the Committee representing such Individual Members.

- (iii) The Chair in consultation with the Executive may appoint to the Committee such persons as he thinks fit, whether or not retired or no longer in practice, but the number thereof at any one time shall not exceed eight. Persons so appointed shall have no voting powers on the Committee.
- (iv) The Committee shall be re-constituted by election or appointment (as the case may be) in June annually.
- (v) The Chair may call together the Committee if and when he thinks fit and shall do so if required by not less than 25 per cent of the members of the Committee. The Committee will normally meet approximately quarterly.
- (vi) Each member of the Committee may attend meetings by an alternate, who may vote.
- (vii) Members of the Committee shall seek wherever possible to ascertain and take into account the views of their Chambers so as to make and to implement decisions speedily.
- (viii) If the Chair so wishes, the Committee may meet in joint session with the Officers or Executive or both.
- (ix) The Committee at the Annual General Meeting in June or July each year shall elect the elected members of the Executive.

(b) Functions of the Committee

- (i) In addition to the functions of the Committee expressed in Article 4(a) above, to be consulted and assist the Executive, the Officers of COMBAR and the Independent Accountant as required.
- (ii) To disseminate among the membership information about the decisions and work of COMBAR, the events and consultations of COMBAR, and other relevant information.

(c) Executive

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

members having the same rights on the sub-committee as any other member. Such sub-committees may in turn resolve to undertake any particular part of its work by sub-sub-committee, and may co-opt members thereto, the co-opted members having the same rights on the sub-sub-committee as any other member. Such sub-committee work shall include:

- (a) considering recommendations for, deciding upon and extending invitations to prospective new Honorary Overseas Members (following consultation with the Executive and the International Committee), such work to be undertaken by ‘the Honorary Overseas Membership Appointment Committee’ consisting of the Chair, the Vice Chair and the Chair of the International Committee;
 - (b) the development and implementation of COMBAR’s international strategy and activities, including developing and maintaining relationships with COMBAR’s Honorary Overseas Members and nominating prospective candidates for such membership, and organising overseas or internationally-focused conferences, such work to be undertaken by ‘the International Committee’; and
 - (c) the promotion of equality and diversity at the Commercial Bar, such work to be undertaken by the ‘Equality and Diversity Committee’.
-
- (vi) The Chair may invite the heads of sub-committees or sub-sub-committees or the Chair of the Junior COMBAR Committee to attend Executive and/or Committee meetings.
 - (vii) Each member of the Executive may appoint an alternate, ad hoc, to attend any meeting of the Executive or a sub-committee in his/her place to represent his/her view and to vote.

(d) Functions of the Executive

- (i) To formulate the strategy of COMBAR and advance as appropriate the objects in Article 3 above.
- (ii) To keep under review the terms of the objects and the other provisions of the constitution and to recommend changes therein to the membership where changes seem appropriate.
- (iii) To take such steps as seem necessary or desirable to implement the strategy of COMBAR.
- (iv) To be responsible for the finances of COMBAR.
- (v) To liaise with members of the Committee and of COMBAR (through Chambers or otherwise), and so far as practicable to keep them informed of and ascertain their views on matters of importance.
- (vi) To do all other things which seem necessary or desirable to advance the interests of COMBAR and the attainment of its objects.
- (vii) To advise the Chair.

(e) Officers

- (i) There shall be a Chair, a Vice Chair/Treasurer, a Secretary, a Chair of the International Committee of COMBAR and a Consultation Chair, each of whom shall be elected by the Executive and shall serve for two years, such election to take place in June or July shortly prior to the elections to the Executive at the Annual General Meeting.
- (ii) The Chair, Vice Chair/Treasurer, Secretary, Chair of the International Committee and Consultation Chair shall take up office at the

conclusion of the Annual General Meeting next following their election by the Executive.

- (iii) Should any such office fall vacant during its term, the Executive shall elect a Chair, Vice Chair/Treasurer, Secretary, Chair of the International Committee or a Consultation Chair as the case may be to complete the term.
 - (iv) The Chair, Vice Chair/Treasurer, Secretary, Chair of the International Committee and Consultation Chair shall each be eligible for re-election, provided that no Chair, Vice Chair/Treasurer, Secretary, Chair of the International Committee or Consultation Chair shall serve in the same office for more than two terms of office.
 - (v) A barrister may be elected or appointed Chair even though retired or not in full-time practice at the Bar.
 - (vi) The Vice Chair/Treasurer shall be responsible for controlling the finances of COMBAR, and also shall act as Chair in the absence of the Chair from London. In the absence of both, the Chair for the time being shall appoint a member of the Executive to fulfil the job of Chair for the time being.
 - (vii) The Secretary shall draft and promulgate from time to time regulations governing elections in COMBAR, and shall be responsible for the conduct thereof.
- (f) Junior COMBAR Committee
- (i) There shall be a committee which shall consist of 15 junior barristers under 10 years' call who have been selected by the Chair in consultation with the Junior COMBAR chair and shall serve for two years.

- (ii) The Chair of the Junior COMBAR Committee shall be selected by the Chair, after consultation with the previous outgoing Chair of the Junior COMBAR Committee. The Chair of the Junior COMBAR Committee shall serve for two years. The Chair of the Junior COMBAR Committee shall sit on the Equality and Diversity sub-committee.
- (iii) Functions of the Junior COMBAR Committee:
 - (a) To be consulted by and assist the Executive, the Officers of COMBAR and the Independent Accountant as required, especially in relation to issues of interest and importance to junior commercial barristers.
 - (b) To liaise with junior members of COMBAR (through Chambers or otherwise), and so far as practicable to keep them informed of and ascertain their views on matters of importance.
 - (c) To arrange or assist with social and marketing events, recruitment events and lectures.
 - (d) To seek to create and foster strong relationships among junior commercial barristers, and between them and junior solicitors.

5. INDEPENDENT ACCOUNTANT/AUDITOR

- (a) COMBAR shall at the Annual General Meeting elect an independent accountant ('the Independent Accountant') who shall serve for one year and then be eligible for re-appointment, subject to the proviso that no Officer or other member of the Executive for the time being may serve as an Independent Accountant.
- (b) The Independent Accountant shall prior to the Annual General Meeting assist in preparation of the accounts and report thereon to the meeting.

- (c) The accounts of COMBAR shall run from 30 November each year, or such other date as is determined by the Executive.

6. SUBSCRIPTION

- (a) The individual subscription shall be set at such figure as the members in General Meeting by resolution shall decide.
- (b) Any Individual Member is exempt from payment of a subscription during his or her first year of practice (post-pupillage).

7. GENERAL MEETINGS

- (a) There shall be an Annual General Meeting of COMBAR which shall be held in June or July each year, and three weeks' written notice thereof shall be given to the member by the Secretary.
- (b) The Chair, the Vice Chair/Treasurer and the Independent Accountant shall each report to the Annual General Meeting upon the work and finances of COMBAR in the preceding twelve months, and upon the proposed future work of COMBAR.
- (c) A résumé of the said reports shall be circulated to the membership shortly thereafter.
- (d) An Extraordinary General Meeting of COMBAR may be called by the Chair or by the Executive acting through the Secretary at any time, and two weeks' written notice thereof shall be sent to each member. The Chair may in emergency dispense with such or any written notice but instead give such notice and in such manner as he thinks fit.
- (e) The Chair upon receipt of an application signed by not less than twenty members shall call an Extraordinary General Meeting provided that such application is accompanied by the terms of any resolution to be proposed at the meeting.

- (f) The members in a General Meeting may by resolution terminate the appointment of any member of the Committee, or of any Officer or Executive member, and appoint in their place such other barrister as they think fit.
- (g) Any resolution at a General Meeting, unless a written ballot is duly called for, shall be carried by a simple majority of those voting. The Chair of the Meeting shall have a second and casting vote.
- (h) A written ballot may be called for at a General Meeting either by the Chair thereof or by twenty members voting in favour thereof. In such circumstances the Secretary shall make arrangements to conduct immediately thereafter a written ballot of the members, and shall report the result thereof to the Executive, and shall inform any member who asks of its result. Any resolution so balloted shall be carried by a simple majority.
- (i) The Chair shall chair of any General Meeting but may appoint an Officer or Executive member to chair the meeting in his/her absence.
- (j) No resolution to terminate the appointment of any person or to amend this Constitution shall be proposed at any General Meeting unless:
 - (i) Three weeks' written notice prior to the meeting has been given to the Chair or the Secretary of the terms thereof and also to the person concerned; and
 - (ii) The Secretary has publicised it to the members no less than two weeks prior to the meeting.

8. INDEMNITY

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

9. MEMBERS WHO ARE NOT SELF-EMPLOYED

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

14 May 2019