

# BRITISH JAPANESE LAW ASSOCIATION

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## CONSTITUTION

Adopted on 22 January 1998<sup>1</sup>

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### THE ASSOCIATION

1. The name of the Association is "**BRITISH JAPANESE LAW ASSOCIATION**". The Japanese name of the Association is "**EINICHI HOURITU KYOKAI**".
2. The objects for which the Association is established are as follows:
  - (a) to promote fellowship and good understanding, and to improve relations, between the legal professions in Japan and the United Kingdom;
  - (b) to develop and strengthen legal, business and cultural links with Japan;
  - (c) to encourage mutual collaboration between lawyers in Japan and the United Kingdom;
  - (d) to assist in the training and education of Japanese lawyers and Japanese students studying law in the United Kingdom and vice versa;
  - (e) to provide opportunities for business networking;
  - (f) to exchange information and ideas in relation to professional training, access to justice and other legal topics on a bilateral basis;
  - (g) to organise conferences on specific areas of law; and
  - (h) to organise a programme of social events.

### MEMBERSHIP

3. The Association shall be composed of Ordinary Members, Associate Members, Honorary Members and Corporate Members.
- 3.1 **Ordinary Members:** The following shall be eligible for membership as Ordinary Members:

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<sup>1</sup> As amended on 22 February 2000, 22 April 2004, 5 July 2005, 11 October 2006 and 11 December 2007.

- (a) members of any branch of the legal profession in the United Kingdom including:
  - (i) members of the judiciary; and
  - (ii) those in training to be admitted to any branch of the legal profession in the United Kingdom;
- (b) members of any branch of the Japanese legal profession who are in the United Kingdom;
- (c) members of corporate legal departments who are in the United Kingdom;
- (d) members of the Society of Public Teachers of Law and of the Association of Law Teachers in the United Kingdom; and professors, lecturers and researchers from the law faculties of Japanese universities, and teachers of Japanese law, who are in the United Kingdom.

For this purpose "members" shall include former members and "teachers" shall include former teachers.

- 3.2 **Associate Members:** Individuals, law students and lawyers qualified in jurisdictions other than any part of the United Kingdom and Japan who are in the United Kingdom and who have an interest in the objects of the Association shall be eligible to join as Associate Members. Such members shall not have voting rights.
- 3.3 **Honorary Members:** Honorary Membership can be bestowed by a General Meeting on lawyers or non-lawyers. Honorary Members are exempted from the payment of subscriptions and shall not have voting rights.
- 3.4 **Corporate Members:** With the exception of a law firm or other partnership or association of lawyers, any firm, company, corporation or other body corporate, government, state or agency of a state or any joint venture, association or partnership whether or not having separate legal personality that has an interest in the objects of the Association shall be eligible to join as a Corporate Member. Corporate Members shall be entitled to one vote at a General Meeting of members.

## ACQUISITION AND LOSS OF MEMBERSHIP

- 4. Applications for membership of the Association:
  - (a) shall be made in writing to the Membership Secretary of the Association and signed by the applicant;
  - (b) shall contain full and proper details relating to the application and the subscription properly payable;
  - (c) shall be submitted to the Committee for approval; and

- (d) shall be determined by a majority vote of the Committee.
- 5. Membership shall be terminated by notice in writing by the member, by expulsion, death or insolvency or by ceasing to be qualified for membership.
- 6. Notice of termination shall take effect at the end of the calendar year during which such notice has been given to the Membership Secretary.
- 7. A member can be expelled by the Committee for:
  - (a) dishonourable or unprofessional conduct; or
  - (b) failure to pay the annual subscription.

The member concerned is entitled to appeal against expulsion to a General Meeting which may uphold or quash the decision of the Committee by a simple majority.

## **SUBSCRIPTIONS**

- 8. The annual subscription shall initially be:
  - (a) subject to Clause 9, £30 in each calendar year for Ordinary Members;
  - (b) subject to Clause 9, £75 in each calendar year for Corporate Members;
  - (c) subject to Clause 9, £15 in each calendar year for Associate Members;
- 9. The Committee shall have the right, exercisable at its discretion, to reduce the amount of the annual subscription for members who join, or leave, the Association during the calendar year.
- 10. Any increase or reduction in the annual subscription may be determined by resolution passed at any General Meeting of the Association.
- 11. The Committee shall be entitled in special cases to reduce the amount of the annual subscription or to waive it altogether.

## **GENERAL MEETINGS**

- 12. The Annual General Meeting shall be held once in the 15-month period next following the previous Annual General Meeting on such day as the Committee shall determine.
- 13. One of the Joint-Chairmen or one of the Chairman and the Vice-Chairman, as the case may be or, in his or her absence, a person nominated by the Committee, shall preside at General Meetings of the Association. Unless otherwise expressly provided in this Constitution each question shall be decided by a majority of votes. Each Ordinary Member of the Association shall have one vote on each question. The Chairman of the General Meeting shall have a second or casting vote.

14. Each Ordinary Member of the Association may appoint another Ordinary Member as his proxy to vote on his behalf at any General Meeting of the Association. The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his duly authorised attorney. The Ordinary Member appointed as a proxy shall be bound to bring to the General Meeting the instrument appointing him a proxy and the power of attorney or other authority, if any, under which it was signed (or a duly certified copy of either), failing which the proxy shall not have the right to cast a vote on behalf of the appointer.
15. The business of the Annual General Meeting shall consist of:
  - (a) the reception of the report of the Joint-Chairmen, or the report of the Chairman and the Vice-Chairman, as the case may be, on the activities of the Association during the period from the last Annual General Meeting to the date on which notices were circulated in relation to the Annual General Meeting;
  - (b) the election of the members of the Committee;
  - (c) the approval of the accounts of the Association; and
  - (d) any other business of which notice may have been given or which may be permitted to be raised pursuant to Clause 16.
16. Any member wishing to raise any matter at the Annual General Meeting shall give notice in writing thereof to the Secretary no later than three days before the date of the meeting PROVIDED THAT the chairman of the meeting may allow any matter to be raised at the Annual General Meeting without such previous written notice as aforesaid.
17. In addition, the Committee may convene General Meetings of the Association to transact any matter which the Committee wishes to bring before the members. The provisions applicable to the Annual General Meeting shall apply *mutatis mutandis* to any such General Meeting subject to the provision that any member wishing to raise any matter at such meeting shall give notice in writing thereof to the Secretary not later than ten days before the date of the meeting.
18. At all General Meetings of the Association the quorum shall be four Ordinary Members.
19. Notice convening a General Meeting shall be sent by the Secretary to the members not less than fourteen days before the meeting and shall specify the matters to be dealt with.
20. Every person invited to attend meetings of the Committee as an observer pursuant to Clause 30 shall have the right to receive notice of, and to attend and speak, but not to vote, at, General Meetings of the Association.
21. Subject to Clause 12 meetings of the Association shall take place at such places, dates and times as may be specified by the Committee.

## **THE OFFICERS OF THE ASSOCIATION**

22. The Officers of the Association shall be the Joint-Chairmen or the Chairman and the vice-Chairman (as the case may be), the Secretary, the Membership Secretary and the Treasurer. The Officers of the Association shall be elected from amongst the members of the Committee by a simple majority of the members present at a meeting of the Committee to be held following the Annual General Meeting.
23. The Committee shall determine, by a simple majority of the members present at a meeting of the Committee to be held following the Annual General Meeting, whether there shall be Joint-Chairmen or a Chairman and a Vice-Chairman for the period up to the next Annual General Meeting; provided that:
- (a) should the Committee determine that there shall be Joint-Chairmen, one shall be from each jurisdiction (Japan and the UK);
  - (b) should the Committee determine that there shall be a Chairman and a Vice-Chairman, one shall be from each jurisdiction (Japan and the UK); and
  - (c) should the Committee determine for successive periods that there shall be a Chairman and a Vice-Chairman, then, if the Vice-Chairman is willing to so act, the Vice-Chairman shall be entitled to act as Chairman for the succeeding period,
- provided further that, if no person from one of the jurisdictions specified above is willing to act, then a person from the other jurisdiction may be elected by the Committee pursuant to Clause 23 to fill such vacancy until the earlier to occur of (i) the next Annual General Meeting and (ii) a person from the relevant jurisdiction indicating their willingness to fill such position.
24. The Committee shall be entitled to elect one or more Honorary Presidents, or, an Honorary President and an Honorary Vice-President who shall be the Additional Officers of the Association.

## **THE COMMITTEE**

25. The Committee shall consist of:
- (a) not more than fourteen Ordinary Members of the Association elected in the Annual General Meeting by simple majority of the Ordinary Members present;
  - (b) not more than three members of the Association who are individuals invited by the Committee;
  - (c) the Additional Officers (if any); and
  - (d) a person nominated by the Japanese corresponding association (if any) and invited by the Committee.

So far as possible, the number of members of the Committee shall be balanced between British and Japanese people.

26. The members of the Committee shall retire at each Annual General Meeting but shall be eligible for re-election.
27. In the event of any vacancy in the Committee other than by retirement at an Annual General Meeting the Committee shall be entitled to fill such vacancy by co-option of another Ordinary Member.
28. The Committee shall elect a Committee member to fill any vacancy amongst the Officers occurring otherwise than by retirement at an Annual General Meeting.
29. The Committee shall meet at least three times a year at regular intervals as well as on the request of one of the Joint-Chairmen or the Chairman, as the case may be, for the despatch of urgent business. Meetings shall be conducted by one of the Joint-Chairmen or one of the Chairman and the Vice-Chairman, as the case may be or, in his or her absence, a person nominated by the Committee. The quorum of the Committee shall be three members including any one Officer of the Association. The Committee shall decide by simple majority. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
30. The Committee shall have the right to invite observers to attend its meetings and to participate in its discussions, on such terms and subject to such conditions as the Committee may determine.
31. If so approved by a majority of members physically attending a Committee meeting, any Committee member may participate in such meeting by means of a conference telephone, video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and members so participating shall count towards a quorum.

#### **POWERS OF THE COMMITTEE**

32. The affairs of the Association shall be managed by the Committee.
33. The Committee shall have power to do all things reasonably necessary in order to achieve the objects of the Association and (without prejudice to the generality of the foregoing) shall have power:
  - (a) to arrange lectures, seminars, meetings and conferences;
  - (b) to communicate with other institutions in the United Kingdom and elsewhere in relation to the objects of the Association;
  - (c) to convene the Annual General Meeting or any other General Meeting;
  - (d) to collect the members' subscriptions;

- (e) to prepare an annual account and submit the same to the Annual General Meeting;
- (f) to record resolutions of the Committee and those of the Annual General Meeting or of any Extraordinary General Meeting;
- (g) to enter into monetary or other legally binding obligations on behalf of the Association and to apply the funds of the Association in satisfaction of those obligations;
- (h) to open bank accounts in the name of the Association and to deposit the funds of the Association with any reputable financial institution; and
- (i) to establish regional branches of the Association within the United Kingdom in accordance with Clause 36, and to dissolve any such branch in accordance with Clause 37.

PROVIDED ALWAYS that the written consent of any two of the Officers of the Association shall be required for any expenditure of the funds of the Association.

34. The Committee shall have power to appoint sub-committees or sub-groups consisting of such members of the Committee and such other members of the Association as the Committee shall from time to time select to carry out such activities and with such of its powers except any power:
- (a) relating to the expulsion of members; or
  - (b) to incur any monetary or other legally binding obligation on behalf of the Association,

as the Committee shall determine. Each such sub-committee or sub-group shall keep minutes of its proceedings which it shall produce to the Committee and shall conduct its business in accordance with the directions of the Committee. The Committee shall also have the power to delegate such powers and duties of the Committee (except those relating to the expulsion of members) to individual Officers of the Association as it may deem necessary or expedient for the object of furthering any particular activity of the members. The Committee shall have the power to appoint members of the Association to the Committee to fill any casual vacancy.

35. No sub-committee or sub-group shall have the power to incur any expense on behalf of the Association or give any warranty or representation or enter into any commitment on behalf of the Association except to such extent as the Committee may from time to time specifically authorise in writing.

## **REGIONAL BRANCHES**

36. Where it shall appear to the Committee that in any region or district of the United Kingdom there are sufficient members of the Association (whether Ordinary Members, Associate Members, Honorary Members or, if created, Corporate Members) to justify the establishment of a Branch of the Association, the

Committee may resolve to establish such a Branch on such terms and conditions as the Committee may, in its discretion, consider appropriate, subject always to the terms of this Constitution.

37. Any Branch established pursuant to Clause 36 may be dissolved:
- (a) if the members thereof so resolve by simple majority; or
  - (b) if the Committee so resolves.

#### **ALTERATION OF CONSTITUTION**

38. The members of the Association shall have power to alter the Constitution by majority of two-thirds of those present and voting at a General Meeting.

#### **EXPENSES**

39. Any expenses and outgoings of the Association incurred in holding meetings shall be borne by the funds of the Association, including entrance fees.
40. All expenses of the Committee reasonably incurred on behalf of the Association will be paid for by the Association.

#### **CHAIRMAN'S DECISION FINAL**

41. The decision of the Chairman of the Meeting as to the result of the voting on any question shall be final and an entry in the Minute Book signed by the Chairman of the Meeting shall be conclusive of the terms of any resolution and of its having been passed.

#### **MINUTES**

42. The Secretary shall record in a Minute Book the proceedings of all General Meetings and meetings of the Committee.

#### **BY-LAWS**

43. The Committee shall have power to make and from time to time amend by-laws for regulating the conduct and affairs of the Association (including any Branch) provided the same are not inconsistent with this Constitution. Such by-laws shall be notified to the members within two working weeks of their adoption and shall be binding on all the members as from adoption.

#### **REGISTER OF MEMBERS**

44. The Membership Secretary shall maintain a list of names and addresses of all members of the Association which may be inspected on notice by any member. The Membership Secretary shall also maintain lists of the names and addresses of all members of Branches established pursuant to Clause 36, which may be inspected on notice by any member. The Membership Secretary may keep such lists on a computer



or otherwise than in legible form (so long as such lists are capable of being reproduced in a legible form) and each of the members and past members of the Association shall be deemed to have consented thereto unless they shall have given written notice to the contrary to the Membership Secretary.

#### **FINANCIAL YEAR**

45. The financial year of the Association shall end on the 31st December in each year.

#### **DISSOLUTION**

46. If the number of members of the Association shall at any time fall below two or if at any time the Association shall pass in a meeting by a majority comprising at least two-thirds of the members present and entitled to vote a resolution of its intention to dissolve the Association such dissolution shall take effect immediately. In the event of the dissolution of the Association the available funds of the Association shall be transferred to such one or more charitable institutions having objects which include objects similar or reasonably similar to those hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Association at which the decision to dissolve the Association is confirmed.

#### **INTERPRETATION**

47. References to "Clauses" are references to the clauses of this Constitution.

48. References to the "Committee" are to the Committee described in Clause 25.

49. References to "him" and "his" include "her" and "hers".

50. References to the "United Kingdom" shall be construed as including the Channel Islands and the Isle of Man.