

REGULATIONS OF JUSTICE

Adopted by the Board on 27 November 2018

1. Definitions

1.1 Words and phrases defined in the Articles shall have the same meaning in these Regulations.

1.2 If not inconsistent with the subject or context, the words standing in the following table shall bear the meanings set opposite to them respectively in the second column:

WORDS	MEANINGS
“Articles”	the Articles of Association of the Charity;
“Associate Member”	any person admitted as an associate member pursuant to Regulation 2(a)(iii);
“British Islands”	the United Kingdom, the Isle of Man and the Channel Islands;
“Corporate Associate Member”	any body corporate, partnership or other association admitted as a corporate associate member pursuant to Regulation 2(a)(iv);
“Corporate Member”	any firm, chambers, partnership or other association admitted as a corporate member pursuant to Regulation 2(a)(ii);
“Council”	as described in Regulation 4;
“General Meeting”	a general meeting of the Charity;
“Individual Member”	any person admitted as an individual Member pursuant to Regulation 2(a)(i);
“Member”	an Individual Member, a Corporate Member, an Associate Member or a Corporate Associate Member;
“President of the Council”	the president of the Council appointed in accordance with Regulation 4(h);
“Subscription”	the annual subscription as from time to time laid down by the Board in relation to any category of membership;
“Subscription Date”	the date of first payment of the Subscription by a Member; and
“Vice-Presidents of the Council”	the vice-presidents of the Council appointed in accordance with Regulation 4(h).

Articles 2, 3, and 4 of the Articles shall also apply to these Regulations.

2. Members

(a) Eligibility

(i) The following persons may be admitted as an individual Member of the Charity (an “**Individual Member**”):

- (1) barristers, solicitors, legal executives, patent attorneys and advocates and teachers of law in the British Islands;
- (2) pupil barristers, trainee solicitors, students following a professional or postgraduate law course and persons of equivalent standing in the British Islands;
- (3) persons who hold or have held any judicial office in the British Islands;
- (4) persons qualified to practice law or holding or having held judicial office in any jurisdiction outside the British Islands; and
- (5) persons expected, in the view of the Board or the Director, to make a valuable contribution to the work of the Charity.

(ii) Any firm, chambers, partnership or other association consisting wholly or mainly of persons thus eligible may apply to be admitted as a corporate member of the Charity (a “**Corporate Member**”), without prejudice to the individual membership of any partner or other member of the association.

(iii) Any person not eligible under Regulation 2(a)(i) above and willing to support the objects of the Charity may apply to be an associate member of the Charity (an “**Associate Member**”).

(iv) Any body corporate, partnership or other association not eligible under Regulation 2(a)(ii) above and willing to support the objects of the Charity may apply to be a corporate associate member of the Charity (a “**Corporate Associate Member**”).

(b) Admission procedure

(i) Any eligible person or organisation may apply in writing to the Director to be a Member on an application form provided by the Charity.

- (ii) The Director may admit or refuse to admit any applicant. The Director shall notify the applicant: (y) that the application has been successful; or (z) that the application has been unsuccessful and give brief reason(s) why if so requested by the applicant. Where an application is unsuccessful, any Subscription paid to the Charity by the applicant shall be refunded to the applicant.
 - (iii) The Director may delegate his or her powers under Regulation 2(b)(iii) in his or her discretion to the Secretary or any person engaged by the Board under Article 8(q) of the Articles as he or she sees fit.
 - (iv) If the application is accepted, the applicant shall become a Member forthwith if its Subscription has already been received or, if not, upon payment of the first Subscription.
 - (v) The Board shall have the power to ratify any defect in the application and admittance of a Member and such defect shall not affect the validity of any action taken by such Member.
- (c) Resignation
 - (i) Subject to the Articles, a Member may resign on the expiry of one month's notice in writing to the Director.
 - (ii) Any Subscription or charge for printed materials that has fallen due before the expiry of such notice shall remain due and owing.
- (d) Subscription
 - (i) Every Member shall pay the Subscription.
 - (ii) The Subscription shall be payable in advance and shall become due in each year thereafter:
 - (1) in the case of a Member who has elected to pay by direct debit, on whichever of the following dates in the subsequent years of membership is nearest to the Subscription Date, namely 1 January, 1 April, 1 July and 1 October;
 - (2) in the case of a Member not falling within subparagraph (1) above and whose Subscription Date was before 1 November 1998, on 1 October; and
 - (3) in any other case, on the anniversary of the Subscription Date.

(e) Votes of Members

All Members shall be entitled to attend and speak at General Meetings but only Individual Members and Corporate Members shall be entitled to vote, the latter by their representatives. Subject as provided in the Articles, they shall each have one vote.

3. Honorary Members and Titles

- (a) The Board may admit any person as an honorary member of the Charity, including a person who has made a significant contribution to the legal systems in the British Islands or overseas or who has rendered particular services to the Charity.
- (b) The Board may appoint such honorary title holders from time to time as it determines.

4. The Council

- (a) The Council will provide advice to the Board as requested by the Board from time to time, including by, without prejudice to the generality of the foregoing:
 - (i) evaluating the Charity's work and providing suggestions for the future direction of the Charity's work;
 - (ii) advising on the Charity's policy with respect to challenging issues of the day;
 - (iii) assisting the Charity's staff by providing contacts, for example, for the purposes of advancing policy work, fundraising and profile raising; and
 - (iv) being part of a network of support for the Charity and its staff.
- (b) Council Members shall be:
 - (i) Individual Members or Associate Members appointed by an ordinary resolution of the Voting Members following a nomination from the Board; or
 - (ii) Individual Members or Associate Members co-opted by the Board.
- (c) The Board shall have the power to ratify any defect in the appointment of a Council Member and such defect shall not affect the validity of any action taken by such Council Member.
- (d) The number of appointed Council Members shall not be less than 10 nor more than 40. The maximum number of co-opted Council Members shall not be more than ten.

- (e) Procedure for nominations
 - (i) Notification of the number of vacancies for the Council shall be circulated with the notice of a General Meeting.
 - (ii) Nominations shall be in writing signed by three Board Members and shall be received at the Office not less than ten working days before a General Meeting.
- (f) Removing Council Members
 - (i) The office of a Council Member shall be vacated:
 - (1) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (2) if he or she, in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
 - (3) if by notice in writing to the Council, he or she resigns his or her office; or
 - (4) if he or she is removed from office by an ordinary resolution duly passed by the Members.
 - (ii) If any Council Member shall, without sufficient reason, absent himself or herself from three consecutive meetings of the Council, the Board may, by notice in writing, remove him or her from office, and the Board shall be entitled to appoint another Council Member in his or her place pursuant to Regulation 4(f) below.
- (g) Procedure for co-opting Council Members
 - (i) The Board shall have power to co-opt Individual Members during the course of any year to fill a vacancy on the Council and to remove any person so appointed. Any such person shall retire at the conclusion of the next following General Meeting (or, if sooner, at the first anniversary of his or her appointment to office) and shall be eligible for re-appointment at such meeting.
 - (ii) Additionally, the Board shall have power to co-opt during the course of any year additional Council Members who are not Individual Members, who shall retire at the

conclusion of the next following General Meeting (or, if sooner, at the first anniversary of his or her appointment to office). These may include persons who are not qualified to be Individual Members but who could be expected, in the view of the Board, to make a valuable contribution to the work of the Council.

- (h) Procedure for appointment of President of the Council and Vice-President(s) of the Council
 - (i) Subject to Regulation 4(g)(ii) below, the Members may appoint to the following offices and may at any time remove any of them from office: a President of the Council and not more than two Vice-Presidents of the Council to serve for a period of three years when each shall be eligible for re-appointment.
 - (ii) No person may be appointed as the President of the Council or a Vice-President of the Council unless he or she has been nominated for the role by the Board Members at a meeting of the Board prior to the General Meeting.
- (i) The Council shall meet not less than two times a year.
- (j) The Board Members shall be entitled to receive notice of and attend and speak at meetings of the Council.

5. Board

No person, other than a retiring Board Member, shall be eligible to be a Board Member unless he or she is an Individual Member or an Associate Member and his or her nomination is made by one Voting Member and seconded by one other Voting Member and such nomination has been received by the Secretary (if any) or the Director at least seven Clear Days before the meeting at which Voting Members will be asked to elect Board Members. Any Voting Member shall be entitled to submit nominations.

Subject to Regulation 6, a Board Member shall be eligible to be re-elected as a Board Member following the end of his or her term of office, save that if a person shall have served for 69 consecutive months as a Board Member (without, in that period, having served as Chair of the Board), their term of office shall automatically cease at the Annual General Meeting next following the end of such period. Such person shall not then be eligible to be re-elected a Board Member until the third Annual General Meeting following the end of their term of office.

6. Chair

A Board Member who has been nominated to serve as, or is serving as, the Chair of the Board shall not be subject to the provisions of Regulation 5 as regards cessation of their term of office as a Board Member. A person who has been appointed to serve as the Chair of the Board shall not be eligible to be reappointed as Chair of the Board following the end of their term of office. A person who has been appointed as

Chair of the Board shall not (following the end of their term of office) be eligible to be re-elected as a Board Member until the third Annual General Meeting following the end of their term of office.

7. Branches

- (a) There may be regional or other branches of the Charity as approved by the Board.
- (b) These branches shall have such rules for their governance as may be set or approved by the Board and may from time to time amend their rules on the direction of or subject to approval by the Board.
- (c) Subject to Regulation 5(b) above and subject to such activities being compatible with the objects of the Charity, the branches shall determine their own activities but always in association, liaison and consultation with the Director.
- (d) The Board may direct that the Charity provide financial assistance to the branches, failing which such branches shall be self-funding.
- (e) The Board may dissolve branches in their discretion.