



Bye Law – Officers and the Executive Committee composition appointment and retirement.

The Executive Committee pursuant to Articles 28 and 43 of the Articles of Association has approved the following revised rules to take effect from 14 May 2026.

1. The Executive Committee

1.1. The Executive Committee shall consist of:

1.1.1. the Officers (comprising, the President, two Vice Presidents , Treasurer and Secretary. This composition to change to President, Vice-President, Deputy Vice President, Secretary and Treasurer following a transitional period which is intended to be fully implemented by the 2028 AGM); and

1.1.2. Additional Officers,

provided always that the maximum number of members of the Executive Committee shall be 18 and the minimum number shall be 12.

1.2. The Association may from time to time by special resolution increase or decrease the number of members of the Executive Committee and may also determine in what order the increased or reduced number shall rotate out of office.

1.3. The Executive Committee shall include (where possible):

1.3.1. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practising member or Honorary Life Member and works wholly or mainly in England, Isle of Man or Channel Islands;

1.3.2. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practicing member or Honorary Life Member and works wholly or mainly in Scotland;

1.3.3. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practicing Member or Honorary Life Member and works wholly or mainly in Northern Ireland;

1.3.4. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practicing Member or Honorary Life Member and works wholly or mainly in Wales; and

1.3.5. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be either: (i) a practising barrister at the bars of England and Wales or Scotland or Northern

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Ireland or (ii) an advocate practising at one of the Isle of Man or Chanel Island Bars.

- 1.4. Subject to clause 1 and 2 of this Bye law, the Executive Committee shall include such number of Lay EC Members (as Additional Officers) as determined by the Executive Committee from time to time.
- 1.5. Upon completion by the President of their term they shall be entitled (but not obliged) to remain on the Executive Committee as an Additional Officer in role of Immediate Past President for a term of one year (commencing immediately after the expiry of their term as President). The President shall, at the end of their term as President, be automatically appointed as Immediate Past President unless they have served written notice before the expiry of their term as President that they do not wish to take up the position of Immediate Past President.
- 1.6. (subject to clause 1.7) If at any time there is no member of the Executive Committee who satisfies the requirements of any category of clause 1.3, or in the event of a vacancy arising either amongst the Officers or Additional Officers then the Executive Committee may appoint a person who is willing to act to fill the vacancy or call a General Meeting for the purpose of appointing a person who is willing to act to fill the vacancy; where such a person is appointed to fill a vacancy in respect of a designated seat under clause 1.3, the person appointed must fulfil the criteria for appointment to that seat. A person so appointed shall be subject to retirement at the same time as if they had become a Member of the Executive Committee on the day on which the Member of the Executive Committee in whose place they are appointed was last elected a Member of the Executive Committee
- 1.7. With effect from the conclusion of the 2028 AGM, or such period that is required to complete any transitional period, where any vacancy in the position of President or of Vice-President has arisen and pursuant to this clause 1.7 a person is appointed to fill any vacancy who is not the current Vice-President or Deputy Vice-President (as appropriate), such person shall hold office until the end of the next annual general meeting always provided that if the Vice-President or President role will not be filled by automatic progression pursuant to clause 3 of this Bye Law then those roles shall be advertised as vacant position(s) in the election cycle for appointment at the next Annual General Meeting.
- 1.8. It is acknowledged that the intention is, where possible, for the Executive Committee to comprise the roles detailed in clause 1.1, 1.3 and 1.4. However, there shall be no obligation to fill all such roles for the Executive Committee to be operational and such intended Executive Committee composition shall not act to place any additional requirements as to the minimum numbers of members of the Executive Committee beyond the numbers already stated in these Articles. For the avoidance of doubt, the Executive Committee may, from time to time, review the composition and number of roles on the Executive Committee. At the Executive Committee's discretion roles may be combined or



new roles created to meet the needs of the Association provided that the requirements as to the minimum number of members of the Executive Committee as contained in clause 1 of this Bye Law are met.

2. Vice Presidents

Only to the conclusion of the 2028 Annual General Meeting or such period that is required to complete the transition period in the event that there is more than one Vice President in office at any one time, any role, seniority or power of a Vice President as referred to in these Articles shall be held and/or exercised by:

- 2.1. the nominated Vice President as agreed between the Vice Presidents at the time; or
- 2.2. in the absence of such agreement, the Vice President with the longest length of consecutive service as a member of the Executive Committee.

3. President, Vice-President and Deputy Vice President: automatic succession.

With effect from conclusion of the 2028 Annual General Meeting or such period that is required to complete the transition period:

- 3.1 the Deputy Vice-President shall automatically succeed as Vice President at the conclusion of their term of office.
- 3.2 the Vice-President shall automatically succeed as President at the conclusion of their term of office.
- 3.3 having been elected Deputy Vice-President, and in the subsequent roles of Vice-President and President, a member of the Executive Committee shall not be required to be re-elected to the Executive Committee until the beginning of the fifth year after the date of their election to Deputy Vice-President (provided they have exercised their right pursuant to clause 1.5 of this Bye Law to remain on the Executive Committee in the role of Immediate Past President, failing which they shall not be required to be re-elected to the Executive Committee until the beginning of the fourth year after the date of their election to Deputy Vice-President).

4. Appointment of the Officers and Additional Officers

4.1. Eligibility

4.1.1. Save in respect of the Immediate Past President and Lay EC Members, only Voting Members shall be eligible to be nominated as Officers and Additional Officers.

4.1.2. The Executive Committee may appoint individuals that:

- (a) are not Members;



- (b) are willing to act as a director, and are permitted by law to do so; and
- (c) meet any additional eligibility criteria for Lay EC Members determined by the Executive Committee from time to time;

as members of the Executive Committee (**Lay EC Members**) in the capacity of Additional Officers in accordance with the appointment process set out in clause 4.2.3 below. For the avoidance of any doubt, Lay EC Members shall not be eligible to be appointed as Officers.

4.2. Appointment process

4.2.1. Subject to clause 4.1, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be an Officer or Additional Officer:

- (a) by secret ballot of the Members in accordance with clause 4; or
- (b) by a majority decision of the Executive Committee (whether to fill a casual vacancy or as an additional member of the Executive Committee); or
- (c) by ordinary resolution at a General Meeting (whether to fill a casual vacancy or as an additional member of the Executive Committee).

4.2.2. Clause 4.2.1 does not apply in respect of the appointment of the Immediate Past President whose appointment shall be in accordance with clause 1.5 above.

4.2.3. Clause 4.2.1 does not apply in respect of the appointment of Lay EC Members whose appointment shall be in accordance with this clause 4.2.3. The R&A shall be responsible for making recommendations to the Executive Committee of potential Lay EC Members. The R&A shall have regard to the eligibility criteria contained in Article 4.1.2 and any directions or policies set by the Executive Committee from time to time. The Executive Committee shall give reasonable consideration to any potential Lay EC Members recommended by the R&A. Subject to the eligibility requirements contained in clause 4.1.2 the Executive Committee (acting by a majority decision) may appoint Lay EC Members (whether to fill a casual vacancy or as an additional member of the Executive Committee) as an Additional Officer.



5. Appointment – Secret Ballot

- 5.1. Nominations for President, Vice Presidents, Deputy Vice-President (with effect from the conclusion of the 2028 Annual General Meeting or during any transitional period) Treasurer and Secretary of the Association must be received from Voting Members by the Chief Executive (or in the absence of a Chief Executive such individual as notified to the Voting Members of the Executive Committee) not less than 13 weeks before the proposed date of the Annual General Meeting of the Association. Notification to the Voting Members of the candidates for appointment as Officers will be made not less than 9 weeks before the proposed Annual General Meeting.
- 5.2. Nominations for Additional Officers must be received from Voting Members by the Chief Executive (or in the absence of a Chief Executive such individual as notified to the Members by the Executive Committee) not less than 5 weeks before the proposed date of the Annual General Meeting. Notification to the Members of the candidates for appointment as Additional Officers will be made not less than four weeks before the proposed Annual General Meeting.
- 5.3. Election shall be by secret ballots, with all appointments affirmed at the Annual General Meeting.
- 5.4. Where only one Voting Member is nominated to fulfil a specified category within Clause 1.3, he shall be automatically elected onto the Executive Committee to fulfil a specified category within clause 1.3.
- 5.5. In the event of a tie between candidates for a single vacant seat on the Executive Committee, then the tied candidates shall draw lots for the single vacant seat under the supervision of the invigilating officer or such other appropriate person approved by the Executive Committee.
- 5.6. No more than 2 members of the Executive Committee shall be a member or partner or employee of the same Barristers/chamber, Solicitors/firm, or Academic Institution, and in the event of more than 2 such persons being elected, the number in excess of 2 shall stand down by agreement, in reverse order of seniority, with the order of seniority being President, the Vice Presidents (in the order determined in accordance with clause 2), Deputy Vice-President, Secretary, Treasurer, then the number of votes cast in the same election, then continuous length of service on the Executive Committee, and where necessary in the absence of other candidates, there shall be a further election for the vacant position.
- 5.7. No Officer shall be a member or partner or employee of the same barristers' chambers or solicitors' firm or academic institution as any other Officer and in the event of two or more such persons being elected the other or others by agreement between themselves or in the absence of any agreement in reverse order of seniority shall stand down with the order of seniority being President, the Vice Presidents (in the order determined in accordance with Clause 2), Secretary, Treasurer, and, where necessary, there shall then be a further



election.

- 5.8. The election for the Secretary and Treasurer will “wherever possible” take place on alternate years, save where one or the other steps down during the currency of their current term. In such an event and to regularise the situation, the Executive Committee is granted reserved authority to extend the term of one incumbent only by no more than 1 additional year without the need for an election.

6. Term of Office

- 6.1. In each case, subject as provided in this Bye Law (in particularly, clauses 5.8, 6.2 and 6.3 below):
- 6.1.1. the term of office for President shall be one year commencing on the annual general meeting at which they were elected and ending on the next annual general meeting after their election and then from the conclusion of the 2028 Annual General Meeting or such time frame required to implement the transitional period for succession in Officer roles, the term of office of President shall be one year after they have served their one-year term as Vice-President;
 - 6.1.2. the term of office for a Vice President shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election and then from the conclusion of the 2028 Annual General Meeting or such time frame required to implement the transitional period for succession in Officer roles, the term of office of Vice-President shall be one year after they have served their one-year term as Deputy Vice-President;
 - 6.1.3. With effect from conclusion of the 2028 Annual General Meeting, or such time frame required to implement the transitional period for succession in Officer roles, the term of office for Deputy Vice-President shall be one year (provided always that pursuant to clause 4 the elected person shall serve as an Officer for a consecutive term of three years by virtue of automatic succession);
 - 6.1.4. the term of office for the Secretary shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election;
 - 6.1.5. the term of office for the Treasurer shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election;
 - 6.1.6. the term of office for Additional Officers (other than Lay EC Members) shall be three years commencing on the annual general meeting at which they were elected until the end of the third annual general meeting of the Association after their election; and



- 6.1.7. the term of office for a Lay EC Member shall be three years commencing on the date of their appointment.
- 6.2. If an Officer or Additional Officer (other than a Lay EC Member) is appointed by the Executive Committee or the Voting Members in a General Meeting of the Association (in accordance with clause 4.2.1(b) and 4.2.1(c)) to fill a casual vacancy, they shall be subject to retirement at the same time as if they had become a Member of the Executive Committee on the day on which the Member of the Executive Committee in whose place they are appointed was last elected a Member of the Executive Committee (subject to the exceptions set out in clause 1.6).
- 6.3 If an Officer or Additional Officer (other than a Lay EC Member) is appointed by the Executive Committee or the Voting Members in a General Meeting of the Association (in accordance with Articles 4.2.1(b) and 4.2.1(c)) to be an additional member of the Executive Committee (and, for the avoidance of doubt, not to fill a casual vacancy), they shall hold office until such period as the Executive Committee or the Voting Members in a General Meeting (where appropriate) shall determine, up to a maximum of two years.

7. Eligibility for Reappointment

- 7.1. Subject to clause 7.5, members of the Executive Committee may hold three consecutive terms as an Additional Officer (excluding the role as Immediate Past President) before either:
 - 7.1.1. standing-down as a member of the Executive Committee; or
 - 7.1.2. being appointed as an Officer,and, for the avoidance of doubt, a member of the Executive Committee is not required by this clause to first be appointed and serve as an Additional Officer before seeking appointment as an Officer.
- 7.2. In addition to the maximum consecutive terms provided for in clause 7.1, an Officer may hold the following maximum number of consecutive terms of office (in any order):
 - 7.2.1. three terms as Treasurer;
 - 7.2.2. three terms as Secretary;
 - 7.2.3. (with effect from the conclusion of the 2028 Annual General Meeting or such period that is required to implement the transitional period for Officer role succession) one term as a Deputy Vice President;
 - 7.2.4. two terms as a Vice-President until the conclusion of the 2028 Annual General Meeting or such period that is required to implement the transitional period for Officer role succession, which it



shall be one term only;

7.2.5. one term as President; and

7.2.6. one term as Immediate Past President (if applicable).

or stand-down.

- 7.3. If an Officer or Additional Officer is appointed to fill a casual vacancy under clause 6.2 or clause 1.6, such part term shall be disregarded when calculating the number of terms they have served for the purpose of clause 7.1 and 7.2 above.
- 7.4. If an Officer or Additional Officer is appointed as an additional member of the Executive Committee under clause 6.3 and in accordance with such clause only serve until the next Annual General Meeting of the Association, such part term shall be disregarded when calculating the number of terms they have served for the purpose of clause 7.1 and 7.2 above.
- 7.5. With effect from the conclusion of the 2028 Annual General Meeting, or such period that is required to implement the transitional period for Officer role succession, if pursuant to clause 1.6 the Deputy Vice President or the Vice President is appointed by the Executive Committee to fill a casual vacancy in the office of Vice President or President respectively, then such part term shall be disregarded when calculating the term of office as Vice President or President they are then to serve pursuant to clause 2 and for the purpose of clause 6.2 above.
- 7.6. In respect of Lay EC Members only, it shall be at the complete discretion of the Executive Committee (acting by majority decision) whether to reappoint a Lay EC Member for a further term provided that such Lay EC Member:
- 7.6.1. is willing to continue to act as a director; and
- 7.6.2. still meets the eligibility criteria for Lay EC Members, and
- subject always to the maximum number of consecutive terms of office set out in clause 6.1 above.
- 7.7. Having served the maximum number of consecutive terms on the Executive Committee as provided for in clause 6.1 no member shall be permitted to be re-elected without a break of a minimum of 1 year calculated by reference to the time between successive Annual General Meetings.
- 7.8. Other than in respect of the role of Immediate Past President, no member of the Executive Committee will be automatically reappointed.

8. Disqualification of Members of the Executive Committee



- 8.1. The office of member of the Executive Committee shall be vacated if the member:
 - 8.1.1. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 8.1.2. becomes prohibited from being a member of the Executive Committee by reason of any order made under the Companies (Disqualification of Directors) Act 1986; or
 - 8.1.3. is the subject of a written opinion given to the company by a registered medical practitioner who is treating that person stating that the person has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months; or
 - 8.1.4. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - 8.1.5. resigns their office by notice in writing to the Association; or
 - 8.1.6. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 182 of the Act; or
 - 8.1.7. subject to clause 7.4, ceases to be eligible to be a Voting Member (other than in respect of a Lay EC Member); or
 - 8.1.8. subject to clause 7.5, in respect of Lay EC Members only, ceases to meet the eligibility criteria for Lay EC Members; or
 - 8.1.9. is struck off, disqualified, disbarred, suspended from practice by the member's professional governing body or behaves in some manner which is tantamount to conduct unbecoming the office of a Member of the Executive Committee; or
 - 8.1.10. without good reason fails to attend consecutive meetings of the Executive Committee and is removed by a resolution of a majority of the other members of the Executive Committee.
 - 8.1.11. is removed by a (resolution passed by a majority of) the other members of the Executive Committee if that majority reasonably believes their removal as a member of the Executive Committee is in the best interests of the Association.
- 8.2. Before passing any resolution under clause 8.1.10 or 8.1.11 the other members of the Executive Committee shall first invite the view of the member concerned



and have considered the matter in light of any such views.

- 8.3. The Association may by ordinary resolution of which special notice has been given in accordance with Section 168 of the Act remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in these clauses or in any agreement between the Association and such member. The Association may, in accordance with clauses 4.2.1(b) and 4.2.1(c), appoint another person in place of a member of the Executive Committee removed under this clause.
- 8.4. Subject as aforesaid a member of the Executive Committee who retires at an annual general meeting of the Association and is not re-elected shall retain office until the meeting elects someone in his place or if it does not do so until the end of the meeting.
- 8.5. In the event that a member of the Executive Committee ceases to be eligible to hold such membership which enables them to be appointed as an officer or additional officer, the Executive Committee shall have discretion to waive the requirement for their office to be vacated pursuant to clause 7.1.7 and permit such member of the Executive Committee to serve the remainder of their term in office.
- 8.6. For the avoidance of any doubt, clause 7.1.7 shall not in any way require Lay EC Members to be members. If a Lay EC Member ceases to meet the eligibility criteria for Lay EC Members, the Executive Committee shall have discretion to waive the requirement for their office to be vacated pursuant to clause 7.1.8 and permit such Lay EC Member to serve the remainder of their term in office

9. Observer and Board Advisors

In addition to the Officers and Additional Officers, the Executive Committee may appoint individuals to act as advisors or observers, who may be invited to attend and speak at meetings of the Executive Committee but shall not be entitled to vote.

Proposed by: Brett Dixon
Secretary

Agreed by: Executive Committee
Date:.....

