



Constitution
(Incorporating cumulative amendments to October 2002)

and

Practice Standards



CONSTITUTION
(Incorporating cumulative amendments to October 2002)

1. Definitions

In this Constitution the following terms have the following meanings, namely:-

“Annual Subscription”	means the annual subscription for Member Firms for each Membership Year
an “Article”	means an article of this Constitution
the “Association”	means the Lexwork International association of independent law firms
the “Chairman”	means the Chairman of the Association as elected pursuant to Article 5 from time to time
the “Committee”	means the Committee constituted in accordance with Article 6 from time to time
a “Member Firm”	means a law firm which is a member of the Association

“Members’ Meeting”	means a meeting of the Member Firms
“Membership Year”	means a year commencing on 1 st November and ending on 31 st October
the “Name”	means the name ‘Lexwork International’
the “Logo”	means the logo of the Association as shown at the head of this Constitution
the “Secretary”	means the Secretary of the Association as elected pursuant to Article 5 from time to time

2. Nature of the Association

- 2.1. Lexwork International is an association of independent law firms which exists for the purposes described in Article 3.
- 2.2. The Member Firms are independent of each other. No partnership exists between the Member Firms or any of them by virtue of their membership of the Association.
- 2.3. The Association has not been formed with the intention of creating a formal alliance or a single international law firm.

3. Purposes

The Association exists for the following purposes:-

- 2.1. to assist Member Firms in servicing the needs of their clients for advice or

representation in other jurisdictions by creating a network of firms to whom Member Firms can make referrals in confidence that the matter referred will be dealt with promptly, with a high degree of skill and care and at reasonable cost;

- 3.2. to encourage the development of good relations between lawyers from the different Member Firms and improved understanding of the jurisdictions in which other Member Firms operate;
- 3.3. to assist Member Firms to market their skills and expertise both to other Member Firms and more widely, in particular by producing joint publications on selected legal topics and
- 3.4. to provide a forum for the exchange of information between Member Firms on matters of mutual interest.

4. Membership

- 4.1. The Association is intended to be comprised of quality independent commercial law firms. To be and remain a Member Firm a firm is required:-
 - (a) to provide quality legal services for commercial clients in such fields of law as the Committee may from time to time decide and to satisfy the Committee that it has sufficient lawyers practising in such fields to be able to receive and handle effectively cases referred by the other Member Firms;
 - (b) to support the Association by:-
 - (i) ensuring that all members of staff and (so far as possible) clients and other contacts of the Member Firm are made aware of the Association and the way in which it can assist individual Member Firms to service

the international requirements of their clients and

- (ii) co-operating in the production of joint publications in a timely manner;
- (c) not to be a member of any other association or alliance of law firms which, in the opinion of the Committee, is likely to prevent the referral of work to any or all of the other Member firms;
- (d) not to have an office in any other country where there is another Member Firm unless, in any case, the Committee agrees that the existence of such office will not affect the possibility of work being referred to the other Member Firm concerned;
- (e) to pay the Annual Subscription in such amounts as may be proposed by the Committee and approved by the Member Firms at a Members' Meeting from time to time.

4.2. There will normally be one Member Firm per country unless in any case the Committee determines that it is appropriate for one or more additional firms to be proposed for membership (for example because of the size of the particular country or because the existing Member Firm is unable to provide the full range of legal services which Member Firms are expected to provide).

5. Officers

The Association shall have a Chairman and Secretary who shall be elected and whose responsibilities shall be as follows:-

5.1. Chairman

- (a) The Chairman shall be elected by the Member Firms and shall hold office for a period of two years which may be extended for up to a further twelve months.

- (b) The Chairman shall preside at all Members' Meetings and meetings of the Committee and all social functions of the Association.

5.2. Secretary

- (a) The Secretary shall be elected by the Member Firms and shall hold office for such period as they may determine.
- (b) The Secretary shall be responsible for the administration of the Association and shall also act as treasurer.
- (c) The Secretary shall be entitled to a fee for time spent in the administration of the Association.

6. The Committee

6.1. There shall be a Committee comprising five representatives of Member Firms, namely:-

- (a) The Chairman and the Secretary ex officio and
- (b) Three other representatives who shall be elected to serve on the Committee by Member Firms.

6.2. The elected representatives shall each be elected for a term of three years and one representative shall be elected each year on a rotating basis. Any elected representative shall be eligible to stand for re-election at the end of a three year term.

6.3. The Committee shall meet at such intervals as it may decide. Members of the Committee shall receive no payment for time spent by them on Committee business, but shall be entitled to receive their expenses for travelling to and

from Committee meetings.

6.4. The Committee shall be responsible for the following matters:-

- (a) monitoring the effectiveness of the Association and the benefits which it provides to Member Firms and considering and proposing to the Members' Meetings ways in which such effectiveness and benefits can be improved;
- (b) reviewing compliance by Member Firms with the obligations accepted by them in this Constitution and, if necessary, taking action to remedy non-compliance under Article 12.2;
- (c) proposing the level of Annual Subscription for each Membership Year for approval by Member Firms at a Members' Meeting;
- (d) recommending candidates for election to the position of Chairman, Secretary and/or member of the Committee, to be considered for election at a Members' Meeting along with any other candidates proposed by any other Member Firm(s);
- (e) presenting a report to each Members' Meeting on the above matters.

7. Directory/Website

7.1. A directory shall be maintained and, as soon as practicable, displayed on website to make information available concerning the Association and Member Firms:

- (a) to other Member Firms and

(b) to other lawyers or clients/potential clients.

7.2. The directory shall contain the following sections:

(a) a general description of the Association, its nature and purpose;

(b) a description of each Member Firm, its areas of expertise and a contact name for enquiries and

(c) for use of other Member Firms only a full contact list identifying the lawyers in each Member Firm who practise in relevant fields of law.

7.3. The Secretary shall co-ordinate the production and updating of the directory but individual Member Firms shall have responsibility for providing information on their own firm to the Secretary for this purpose and for advising the Secretary of any regulatory reasons why certain information may not be published in the directory.

8. Intellectual Property Rights

8.1. All intellectual property rights in the Name and the Logo and in the directory, any other promotional literature produced for the Association and all joint publications (as referred to in Article 3.3) shall be held by Bircham & Co as trustee for all Member Firms. Each Member Firm agrees that if it leaves the Association any work contributed by it to any joint publication may be adopted and used free of charge by any successor firm appointed as a Member Firm to fill the vacancy created by its departure.

8.2. Each Member Firm shall have a non-exclusive right to use the Name and the Logo and the directory, any other promotional literature and such joint

publications while it remains a member of the Association.

- 8.3. In using the Name and Logo a Member Firm may describe itself as “ member of Lexwork International an association of Independent Law Firms’ and may add, if desired, ‘Members in [list countries or cities]’. Member Firms may not, however, name any of the other Member Firms on their notepaper or other literature unless specifically authorised to do so in writing by the Member Firm(s) concerned.

9. Work Referrals

- 9.1. There is no obligation on Member Firms to refer work to other Member Firms, but such referrals are encouraged as it is recognised that the possibility of inward referrals of work will be one of the important reasons for firms wishing to be and remain Member Firms.
- 9.2. Member Firms receiving instructions from another Member Firm are required to confirm their availability to handle the matter referred promptly with appropriate skill and, if they are not in a position to handle any referral, to recommend an alternative firm to deal with the matter if requested to do so by the referring Member Firm.
- 9.3. Unless otherwise agreed between the Member Firms concerned in any case, referrals will be made on the basis that the referring Member Firm is not responsible for payment of the fees and expenses of the Member Firm receiving the referral.
- 9.4. Member Firms receiving referrals are expected to render their invoice(s) for fees and expenses promptly on completion of the matter referred and at more regular intervals if so requested by the referring Member Firm.

9.5. In order to encourage referrals Member Firms are expected to provide up to one hour's initial advice in relation to any potential referral on the basis that there will be no charge for such initial advice unless the matter proceeds further.

10. Members' Meetings

10.1. There shall be two Members' Meetings each year, held at such locations as the Committee shall decide.

10.2. The business agenda for each Members' Meeting shall be set by the Chairman and the Secretary, in conjunction with the host Member Firm where appropriate.

10.3. When a Members' Meeting takes place in the home city of a Member Firm the host Member Firm is expected to take the opportunity to make a presentation as part of the business session and to introduce lawyers within its firm (other than those who normally attend Members' Meetings) to the representatives of the other Member Firms attending the meeting.

11. Votes of Members

11.1. The Association is intended to operate on the basis of consensus and it is not envisaged that there will be many occasions on which matters require to be put to a formal vote. The following provisions apply to such cases.

11.2. Votes shall be taken on the basis of one vote per Member Firm represented at the relevant Members' Meeting or which (where a voting paper is circulated to each Member Firm) returns a duly completed voting paper by the stated due

date. The Chairman will decide the method of voting to be used in any particular case.

11.3 The following matters shall require the affirmative vote of at least 75 per cent of the Member Firms voting on the matter concerned:-

- (a) a change of name of the Association;
- (b) any alteration of the Constitution;
- (c) the election of any new firm to be a Member Firm;
- (d) the expulsion of any Member Firm;
- (e) the winding-up of the Association.

11.4 The following matters shall require the affirmative vote of more than 50 per cent of the Member Firms voting on the matter concerned:-

- (a) the election of any person to the office of Chairman, Secretary or to be a member of the Committee;
- (b) approval of the level of annual subscription proposed by the Committee from time to time;
- (c) any other matter not requiring a 75 per cent affirmative vote under Article 11.3

12. Termination of Membership

12.1. The Committee shall be responsible for monitoring compliance by Member

Firms with the obligations undertaken by them in this Constitution.

12.2 In the event of a Member Firm ceasing to comply with the membership requirements stated in Article 4.1 or otherwise failing to comply with its obligations herein the following procedure shall apply:-

- (a) the Committee (or a representative thereof) shall discuss matters with the Member Firm concerned in an attempt to ensure that the non-compliance is corrected and that the Member Firm concerned can continue to be a Member Firm;
- (b) if discussions between the Committee (or its representative) and the Member Firm concerned fail to produce a satisfactory result, the Committee shall propose to the Member Firms a resolution that the Member Firm concerned be expelled from the Association. Such resolution may be proposed either at the next Members' Meeting or by circulating voting papers to Member Firms with an explanation of the reason for the proposal of the resolution;
- (c) if approved by Member Firms the expulsion of the Member Firm concerned shall take effect as at the date of passing of the resolution; and
- (d) a Member Firm expelled in accordance with this Article 12.2 shall not be entitled to any refund of monies paid to the Association by way of Annual Subscription or otherwise.

12.3 A Member Firm may resign from the Association at any time by giving not less than three months' notice in writing to the Secretary and its membership shall terminate on the expiry of such notice. A Member Firm which resigns pursuant to this Article 12.3 shall be entitled to a refund of a proportion of its Annual Subscription for the current Membership Year as from the date of

expiry of the notice.

13. General/Miscellaneous

- 13.1. Each Member Firm shall appoint one or two representatives from time to time who shall be the designated contact persons for all matters relating to its membership of the Association and an initial contact for referrals of work from other Member Firms.
- 13.2. In the unlikely event of any dispute arising between Member Firms concerning their rights and obligations under this Constitution (other than disputes relating to work referrals) which cannot be resolved amicably by discussion and negotiation (with the assistance of the Chairman if required) such dispute shall be submitted to mediation, and failing resolution of the dispute by mediation, to the decision of an independent arbitrator appointed by the Member Firms concerned or, failing agreement, by the Chairman. Arbitration shall take place under the Rules of the London Court of International Arbitration, which Rules are deemed to be incorporated herein by reference.
- 13.3. Any dispute arising shall be determined in accordance with English Law.



Practice Standards

All LEXWORK INTERNATIONAL firms adhere to the practice standards set out below.

- Client phone calls, letters, faxes and emails are acknowledged not later than the next business day.
- Basis of charging and estimates of fees are provided at the outset and firms do not exceed any estimate without the client's permission.
- Invoices are rendered promptly showing any disbursements separately.
- Clients' requirements for progress and other reports including frequency and format are discussed at the beginning of any work.
- Firms ensure that each lawyer has appropriate back up arrangements if that lawyer is absent from the office for any reason.
- Firms have English-speaking receptionists and have after hours voice mail or a message service in English.
- Individual email addresses are available for each lawyer and firms are able to work effectively with Word documents.
- Firms maintain systems to identify and avoid conflicts of interest.
- Firms have anti-virus protection for e-mail correspondence and regularly backup and make copies of electronic messages and documents.
- Firms maintain appropriate professional indemnity insurance.