

Internal Regulations of World Link for Law Association

Based upon the Rules of World Link for Law Association (“the Rules”), these Internal Regulations determine provisions for internal conduct, procedural matters and administrative concerns of the Association and of their bodies.

1 General Assembly

1.1 The General Assembly is called by the Board of Directors in accordance to section 5.2 of the Rules. The invitation for a General Assembly is to be issued by the President, the Vice President, or delegated as appropriate by the Board of Directors. At least 28 days before the General Assembly has to be held, the invitation must be sent to all members by electronic or ordinary mail and must be posted in the ‘meetings’ part of the Members’ Zone on the website of the Association. The invitation shall list all business and affairs to be transacted, indicate the motions proposed, and give the date and place when and where the General Assembly is to take place.

1.1.1 The Board of Directors can decide and allow in a convocation, that a member may attend a General Assembly or Extraordinary General Assembly by electronic means such as through the use of conference telephone, electronic video or computer screen communication, or other electronic means such as android devices and smart telephones. Participation in a meeting through these methods, constitutes presence by that person at that meeting as long as that person can be seen or heard by at least the President, or Vice President and another Board Director.

1.1.2 The President or Vice President or Administration Service shall confirm the member’s presence/attendance by electronic means and the method of communication e.g. visual, audio or both, which shall be noted for the record in the Minutes.

1.2 Save as provided in section 1.5 hereinafter, the members have the right to submit motions or cross motions connected to any items of the agenda until the debate about such business or affair is opened at the General Assembly. Motions submitted may be modified, added or withdrawn by the moving member during the respective debate.

1.3 No business or affair other than that of which notice has been given to the members in the invitation may be transacted at the General Assembly. Matters shall be discussed in the order listed in the agenda, unless the General Assembly decides another order. Members may submit proposed motions in accordance with the procedures in 5.6 of the Rules of the Association.

1.4 In debates, first the member who has submitted a motion shall have the right to speak. If the motion is submitted by the Board of Directors, the submission will be presented and

explained by a person appointed by the board. The right to speak to one subject can be limited time wise by the Chairman.

- 1.5 During the debate, procedural motions such as a motion for closure, a motion to adjourn, a motion to refer the business back to the Board of Directors or to a committee for further examination and better preparation, or a motion to close the General Assembly, may be submitted at any time. If such a motion is proposed, it has to be decided by the General Assembly before the debate on the matter can be proceeded.
- 1.6 Before taking the votes on a matter the Chairman shall summarize the various motions pending and shall fix the sequence of the motions to be voted on; objections by members against such determination will immediately be decided by the General Assembly.
- 1.7 The Chairman will appoint two persons attending the General Assembly to count the votes of the polls. The General Assembly may object against such appointment and elect two other persons for counting the votes.
- 1.8 Every motion on any matter including every election shall be passed by simple majority (save as expressly provided otherwise by The Rules of the Association), i.e. in cases where more than two motions for one matter are proposed or more than two candidates for one election are nominated, that motion will be adopted respectively and the candidate will be elected who has received the largest number of valid votes.
- 1.9 The votes shall be cast in such a way (electronically and/or physically as directed by the President or Vice President or Administration Service beforehand) that affirmation or rejection or abstention is shown, unless one member demands secret voting. A member representative present at a General Assembly or Extraordinary General Assembly is entitled to one vote per member upon every motion, even if such member is represented by several delegates (with the exception of associate members, or representatives of the Administration Service who are not members, even if they are elected to the Board). Proxies are excluded.
- 1.10 The Secretary of the Board of Directors will take the minutes for the meeting if not taken by the Administration Service, unless the Board of Directors or General Assembly appoints someone else for this task. The minutes have to include the number of the members which are attending, the agenda, the motions proposed, the reasoning generally presented in the General Assembly to support or to combat a motion, the resolutions and elections passed by the General Assembly with the indication of the votes cast, when cast by written votes. The minutes shall be read at the beginning of the following General Assembly, if they are not sent to the members before. In any case, the minutes are to be approved by the following General Assembly.

2 Board of Directors

- 2.1 The provisions about the proceedings of the General Assembly shall be applicable on the meetings of the Board of Directors by analogy, unless and to the extent that it is provided

differently in the Rules.

- 2.2 The Board of Directors must meet whenever it is required to conduct the ordinary business of the Association, but at least two times every calendar year.
- 2.3 Annually, together with the invitation to the annual General Assembly, the Board of Directors shall present to the members a marketing plan and budget describing the proposed marketing and promotion and recruitment of new members activities and the estimated cost thereof, and the General Assembly shall approve the plan and budget which shall have binding effect on the business and the management of the Association.

3 Committees

- 3.1 The Board of Directors may form temporary or permanent committees to take care of certain business or affairs of the Association.
- 3.2 A permanent or temporary committee must have at least two members, of which one must be a Board Director.
- 3.3 A Board Director is not eligible to sit on more than two committees (whether permanent or temporary)

4 The Administration Service

- 4.1 The Board of Directors is empowered to work together with a private consultant (or consultancy), Association member, company (or companies) or similar body (or bodies) hereinafter referred to as the 'Administration Service' to provide administration, marketing and recruitment of new members or other consultancy services as deemed necessary by the Board or General Assembly and stipulated in an agreed contract, approved by the General Assembly.
- 4.2 The Administration Service shall have the following responsibilities:
 - 4.2.1 To maintain full and proper records of all current and new members of the Association.
 - 4.2.2 To maintain and update the database and website of the Association consisting of all its members.
 - 4.2.3 To prepare agendas for meetings and prepare minutes and reports to members as requested by the Board of Directors.
 - 4.2.4 To attend in person or telephonically all Executive Committee or Board meetings and record and prepare minutes.
 - 4.2.5 To be in contact with all members of the Association by visiting or calling or writing to them (electronically or otherwise) from time to time.

- 4.2.6 To seek potential new members and vet any such interested party wishing to apply for membership, to ensure that any prospective member is able to conduct competently all suitable business and services for clients and that such applicant are likely to comply with the quality code of the Association.
- 4.2.7 To arrange, promote, and conduct the Annual Conference of the Association, in consultation with the Board of Directors of the Association or a respective committee established therefor. The budget and the attendance fee for the Annual Conference will be subject to the approval of the Board of Directors of the Association.
- 4.2.8 To prepare and present to the Board of Directors of the Association a marketing plan and budget of the Association describing the proposed marketing and promotional activities and the estimated cost thereof. Such budget for the forthcoming year shall be presented to the Board of Directors at the very latest four weeks before the end of each financial year.
- 4.2.9 To carry out the marketing and promotional or other similar activities described in the marketing plan (within the range of the Administration Service contract).
- 4.2.10 To prepare, distribute and collect the membership and other fee invoices due to the Association.
- 4.2.11 To carry out other business and affairs assigned by the Board of Directors from time to time in accordance with the written and agreed terms of the Administration Service retainer.
- 4.2.12 A representative of the Administration Service, who is not a member of the Association, is not entitled to vote at Board meetings or at General Assembly, but is eligible to vote at Board meetings if such a representative has been elected to the Board of Directors. Such directorship will lapse automatically if the Administration Service contract is terminated, for whatever reason.

5 Admission to and termination of membership

- 5.1 Every prospective member for admission to membership or associate membership must be proposed to the Board of Directors in writing. Such proposal must specify the prospective member's name in full, address and qualification for membership in accordance with section 10.2 of the Rules and include the candidate's application form (or a derivative thereof).
- 5.2 Prior to election of a prospective member for admission to membership, the Board of Directors must consult and seek advice of a member (or members) having its main office in the town, city, state, region or country of the prospective member. Associate members have no right to be consulted.
- 5.3 In deciding whether a prospective member should be admitted to membership, the Board of Directors shall take into account the specialist knowledge, quality, reputation, locality and

the general good standing of the prospective member in the business community, and the opinion of a member (or members) in the same town, city, region, state or country of the prospective member, but the final decision shall be determined according to the wider interests of the Association and the Board of Directors decision shall be final.

5.3.1 Additionally prospective members should have professional indemnity insurance cover if it is available in their country (and even if such insurance is not obligatory) and the cover should be a minimum of £250,000 (or equivalent in local currency). Whilst not a mandatory requirement for membership, not having such insurance or having insurance but with a level of cover that is considered inadequate by the Board (without a commitment to increase the level of cover to the minimum requirement), will be a very strong factor that the Board must take into consideration in determining a firm's eligibility for membership. The requirement for such insurance (or tolerance at a lower level of cover) may be waived but only in exceptional circumstances, by resolution of the Board.

5.4 Notwithstanding any of the above, no member has the automatic right to exclusivity within a particular region (local, regional or national).

5.5 Members who fail to comply with their obligations as set out in section 12.3.2 – 12.3.5 of the Rules shall be admonished first by the President. If a member does not follow the admonition to comply with the obligation within the reasonable time frame given by the President, the Board of Directors will decide upon the expulsion of the failing member. The decision of expulsion will be communicated to the respective member as set forth in section 12.4 of the Rules.

6 Administration and subscription fee

6.1 The Administration Fee amounts to GBP £275 per member (or associate member) to be admitted.

6.2 The Annual Subscription Fees to be paid by members (who are not in-house legal counsel) are published annually in a document to coincide with a new financial accounting year and it is available to read in the Members' area of the Association's web site and/or to be provided by the Administration Service upon request.

6.3 The Annual Subscription Fee to be paid by individual qualifying personnel who are in-house legal counsel is 200 GBP with an entrance fee of 50 GBP. Membership is individual and does not relate to the in-house legal counsel's employer and is not transferable.

6.4 The Annual Subscription Fee is arranged according to the 'number of partners' and means all partners, directors or principals at main and branch offices of member firms. For barrister or counsel sets, 'number of partners' is calculated on the basis of one fifth of the total number of lawyers in the set.

6.5 In the case of members (or prospective members) with multiple office locations or branches,

at the discretion of the Board of Directors, the 'number of partners' can be calculated on the basis of the number of partners allocated or responsible for those offices or branches who wish to be members (or associate members). Under these circumstances the other offices or branches will not receive the benefits of membership or any promotions. If a member (or associate member) subsequently promotes or attempts to promote externally or to other members these excluded branch offices (or its personnel) the member will be liable to pay Annual Subscription Fees based on its actual number of partners across all offices.

- 6.6 The Board of Directors is also authorised to offer, where appropriate and via the Administration Service, where authorised, the following discount to prospective members:

A discount of 33% based on the number of partners on first year Annual Subscription Fees, on condition that a member sends a full paying representative to the Annual Conference.

If there is no such attendance, the Association is entitled to recover the value of the full discount in the following year's Annual Subscription Fees or by separate invoice.

Therefore if a prospective member joins before the date of the Annual Conference, the discount will be applied in the first Annual Subscription Fee invoice. If the member does not attend the Annual Conference as a full paying delegate, the amount of the discount will be invoiced or added to the next year's Annual Subscription Fee.

If a prospective member's application to join the Association is accepted after attendance at the Annual Conference as a full paying delegate, the discount will be applied to the first Annual Subscription Fee, but if not feasible (e.g. near to a financial year end), then the discount will be applied to the Annual Subscription Fee for the next financial year.

This discount does not apply to associate members or individual members who are in-house legal counsel.

- 6.7 The Annual Subscription Fee is payable within 30 days of invoice. New members or associate members shall pay the Annual Subscription Fee and Administration Fee pro-rata for the period of membership from the date of their election to the end of the first financial year.

- 6.8 The Administration Service or Treasurer of the Association shall send an invoice to each member or associate member at the commencement of a new financial year.

- 6.9 If any member or applicant fails to pay the Annual Subscription Fee or the Administration Fee within two weeks after they had become due, the member or the applicant shall be given 14 days further notice to pay. A further default may have the consequences of expulsion of the membership as set forth in section 12.3.1 of the Rules or the annulment of the admission in accordance to section 10.4 of the Rules. It, however, is in the discretion of the Board of Directors or Executive Committee, if such authority has been delegated, to give the respective member or applicant a further grace period for the payment of the Annual Subscription Fee and/or the Administration Fee, if such member gives a satisfactory

explanation for the arrears of the payment.

7 Referrals

- 7.1 Each member of the Association is obliged wherever possible to refer a client who is involved in a case or matter in a country/jurisdiction other than that of such member, to another member of the Association, which has its office in the jurisdiction in issue, unless substantial circumstances dictate otherwise. The members shall not request referral fees from each other.
- 7.2 All members must endeavour to provide the Administration Service with details of referrals made to other members.

8 Miscellaneous

- 8.1 The Administration Service shall keep a register of all members and their business address. If a member's business address changes, the member must notify this to the Administration Service promptly who will immediately inform all other members of the Association of such change (or as soon as is reasonably practical) and make arrangements for details to be amended on the Association's web site
- 8.2 If a member merges or otherwise changes the form of his professional undertaking while still remaining qualified as a member, the membership shall continue on the condition that the member reports any such change to the Administration Service or Board of Directors within 30 working days of such occurrence.
- 8.3 The language of the Association is English. If documents are drafted in several languages, only the English version is legally binding. Translations, for instance of the Rules which had been drafted in German for the depositing with the Commercial Register only, do not have any meanings in any disputes and can not be used for interpretation purposes.
- 8.4 If provisions of these Internal Regulations are in conflict with provisions of the Rules, the provision of the Rules will prevail.
- 8.5 Headings contained in these Internal Regulations are for reference purposes only and should not be incorporated into these Internal Regulations and shall not be deemed to be any indication of the meaning of the clauses to which they relate.
- 8.6 If any provision of these Internal Regulations is declared by any judicial or other competent authority to be void, illegal, or otherwise unenforceable the remaining provisions of these Internal Regulations shall remain in full force and effect to the extent that the offending provision is severable from these Internal Regulations.
- 8.7 All disputes and differences which shall at any time arise among bodies of the Association, between bodies or the Association and members, or between the members touching or

concerning these Internal Regulations or the Rules for the construction or effects or rights and duties or liabilities of the members under them or by virtue of them or otherwise or any other matter in any way connected with or arising out of the subject matter of these Internal Regulations and of the Rules shall in the first instance, aim to be remedied or resolved by good faith negotiation or discussion by the Association. Thereafter if unresolved the matter shall be referred to mediation through a recognised mediation body in Zurich, London, or Paris, thereafter to arbitration under the Internal Regulations for the time being of the Court of International Arbitration of the International Chamber of Commerce at Paris in the event the members fail to resolve any such differences etc by mediation as aforesaid.