



## **Rules of 'World Link for Law' Association**

### **1 Name and Seat**

Under the name of "World Link for Law" (hereinafter referred to as "the Association") an Association having its seat in Zurich, Switzerland, exists in accordance to the provisions of article 60ss of the Swiss Civil Code.

### **2 Purpose**

The purposes of the Association are:

- 2.1 To develop, maintain and expand international contacts throughout the world between firms, companies, partnerships, in-house legal counsel, sole practitioners, or other legal entities whose practice, profession, activity and purpose is to exercise, fully or in part, the profession of lawyer and who or which are full members of the Bar or other similarly recognised professionally qualified lawyer's bodies in the jurisdiction relevant to the said sole practitioners, firms, companies, partnerships, in-house legal counsel or other legal entities.
- 2.2 To develop, maintain and expand international contacts, with other professional associations, networks or bodies.
- 2.3 To establish and maintain a co-operative relationship among and between the members.
- 2.4 To support the continuation of theoretical and practical education of the members.
- 2.5 To establish common criteria to be complied with by all members in order to increase the service quality and reputation of the members.
- 2.6 To promote the features and benefits of the Association's members to clients, individuals and the international business community.

### **3 Means**

- 3.1 The Association shall achieve its purposes by organising conferences, workshops and presentations, by publishing articles and books and legal knowledge and by building up contacts in other countries and by making available to its members services and assistance useful for the advancement in the practice of law. A conference of the Association in which all



members should participate shall be held at least once a year (hereinafter referred to as “the Annual Conference”).

3.2 The financial means of the Association consists of:

3.2.1 Administration Fees to be paid by new members admitted to the Association (hereinafter referred to as “the Administration Fee”);

3.2.2 Annual Subscription Fees to be paid by members according to the annually published rates based on the number of partners in a member firm (hereinafter referred to as “the Annual Subscription Fee”).

3.2.3 Profit of events, publications, services etc.

3.2.4 Interest on funds held with bank accounts.

3.3 Debts and liabilities of the Association are to be met solely by the assets of the Association. Members do not assume any liability in excess of their obligation to pay the prevailing Administration Fee and Annual Subscription Fee.

#### **4 Organisation**

The bodies of the Association are:

4.1 The General Assembly;

4.2 The Recruitment of Directors; and

4.3 The Auditors, if appointed by the General Assembly.

#### **5 The General Assembly**

5.1 Every year an annual General Assembly must be held on a date and at a time to be fixed by the Board of Directors, if possible, on the occasion of the Annual Conference.

5.2 Extraordinary General Assemblies are to be held upon the resolution of a General Assembly,



the resolution of the Board of Directors, or the request of one fifth of all members, if such request is made in writing to the President of the Association and indicates the affairs to be transacted by the General Assembly. If it will be prescribed by the Board of Directors in the invitation, the attendance of a member at a General Assembly or an Extraordinary General Assembly can also take place by electronic means whereby the chairman has to ascertain that no rights of participation of members are violated.

- 5.3 Subject to section 14.1 of these Rules, the quorum at all General Assemblies is one quarter of the membership. A member firm representative present/attending is entitled to one vote per firm upon every motion, (with the exception of associate members, or representatives of the Administration Service who are not members, even if they are elected to the Board). Every motion shall be passed by simple majority. An exception to this Rule is a motion to merge the Association's interests with another association, network, partnership or similar body or organisation, or a motion to dissolve the Association, which both requires the resolution of at least 75% of the members present.
- 5.4 At all General Assemblies the President, or in his absence the Vice President, must take the chair.
- 5.5 No business or affair other than that of which notice has been given to the members may be brought forward at a General Assembly.
- 5.6 Any member who desires a matter to be transacted at a General Assembly must give notice and propose a motion in writing to the President not later than 35 days prior to the General Assembly, though late notice may be accepted at the discretion of the Board of Directors. Motions and cross motions connected to any items on the agenda, however, can still be presented by any member at the General Assembly.
- 5.7 At least 28 days prior to a General Assembly, notice of the meeting and the businesses or affairs to be transacted must be given in writing to every member. For the annual General Assembly each member also shall receive a report and statement of accounts for the preceding financial year and a budget estimate of receipts and expenditure for the ensuing financial year following the General Assembly, which shall take into account the Annual Subscription Fees intended for the ensuing year.
- 5.8 Further Rules of procedure for the General Assembly are set out in Internal Regulations of the Association.



## **6 The Powers of the General Assembly**

The General Assembly has the following inalienable powers:

- 6.1 Election of the President, the Vice President, the other Board Directors, and the possible Auditors.
- 6.2 Approval of the annual financial statement as well as the resolution on the use of the balance sheet profit.
- 6.3 Discharge of the Board of Directors and the decision on remedies against the Board of Directors.
- 6.4 Approval of Internal Regulations and of the Quality Code for members of the Association.
- 6.5 Adoption and amendments of these Rules.
- 6.6 Resolution on the winding up of the Association or on its merger with another association.
- 6.7 Confirmation of appointment (as delegated to the Board of Directors) of a person, partnership, company (or companies) responsible for the administration, recruitment and marketing of the Association, working with the Board of Directors (hereinafter referred to as "the Administration Service") and approval of the remuneration thereof, or if not confirmed, asking the Board of Directors to find and propose a suitable replacement .
- 6.8 Resolution on all other matters which, under these Rules or under the Internal Regulations respectively according to statutory provisions, are reserved to the General Assembly.
- 6.9 Removal of an Officer or Board Director of the Association.

## **7 The Board of Directors**

- 7.1 The Board of Directors consists of at least 4 members, including the President, the Vice President, the Secretary and the Treasurer. A representative of the Administration Service, who does not have to be a member of the Association, shall also be eligible for election to the Board of Directors. If elected, such a person is entitled to vote at a Board Meeting. If such a person is not elected to the Board of Directors, or is a representative of a member firm not elected to the Board of Directors, such a person attends a Board Meeting as an observer only.



Associate members cannot be elected as Board Directors (see Section 10.1 and 10.5)

- 7.2 The Directors are elected for a tenure of 3 years until the General Assembly in the year when the tenure terminates and are elected at and by the General Assembly. If a representative of the Administration Service is elected as a Director and the Administration Service contract is terminated, that directorship automatically terminates at the same time. If a Board Director's firm terminates their membership, or if the member firm of that Director is expelled in accordance with Rule 12, the tenure of that Directorship is automatically terminated. Directors can be re-elected. A new Board Director replacing a Board Director who resigns during his tenure will enter into the tenure of that Board Director to be replaced. Each member may not be represented by more than one person in the Board of Directors.
- 7.3 It is in the discretion of the Board to determine the function of each Board Director, except the positions of the President and Vice President who are elected directly by the General Assembly. The Board furthermore decides which person or persons are empowered to represent the Association and determines the mode of their signing.
- 7.4 Whenever the President is unable to act the Vice President shall look after his responsibilities.
- 7.5 The Board of Directors must meet whenever it is required to transact ordinary business, save as provided otherwise in this section.

The President calls the meetings of the Board of Directors and presides over the debates. Three Directors together are entitled to request a meeting by giving written notice to the President. At meetings of the Board, resolutions are passed by a majority of the Directors present. More than 50% of the members of the Board of Directors form a quorum.

- 7.6 The Board Directors (but not observers) may in exceptional circumstances as outlined in 7.6.3.1 below, participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the meeting. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Rule constitutes presence in person at that meeting as long as all Board Directors participating in the meeting are able to hear one another. Participation in a meeting through electronic transmission by and to the meeting such as by conference telephone and electronic video screen communication, pursuant to this Rule, constitutes presence in person at that meeting if all of the following apply:

7.6.1 Each Board Director participating in the meeting can communicate with all of the other Board Directors concurrently.



7.6.2 Each Board Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

7.6.3.

7.6.3.1 The President or Vice President of the Association has determined, in his or her reasonable discretion, that the physical presence of the Board Director is prevented by illness or other adverse personal circumstances, or the occurrence of an event of force majeure, such as, but not limited to, the unavailability of means of transportation, war, riot or civil commotion, strike or lockout, adverse weather conditions or other circumstances; and

7.6.3.2 The President or Vice President of the Association has approved the electronic means proposed by the Board Director pursuant to 7.6.4, which shall be at the Board Director's expense, if not arranged by the Administration Service of the Association.

7.6.4 The Board Director proposing to attend a Board meeting by electronic means shall be solely responsible for arranging the media by which he or she may attend, with the co-operation of the Administration Service of the Association.

7.6.5 The determinations of the President or Vice President made pursuant to 7.6.3 shall be final and binding.

7.7 If the Board of Directors or President deems it necessary and no more than two Directors object, day-to-day resolutions may be passed or approved by circular letters by post, fax, or emails. Resolutions passed by circular letters, either by post, fax or e-mail must be approved by more than 50% of all Directors of the Board. A resolution is passed by either positive written or electronic affirmation, or by silence where there has been no communicated response to a Board Director (or the Administration Service) in connection with the proposed resolution, as long as 14 working days have elapsed from the date of the initial communication to the Board Director.

7.8 Minutes of all the meetings and resolutions of the Board must be taken and must be open to inspection by any member of the Association on application to the Secretary.

7.9 Every member (and associate member) of the Association is allowed to attend Board meetings as an observer.

## **8 The Powers and Duties of the Board of Directors**

The Board of Directors have the following powers and duties:

- 8.1 To take care of all matters that are not reserved to another body of the Association, in particular, to manage the Association, to safeguard the Association's interests, and to do the financial planning and control.
- 8.2 To appoint, supervise and terminate a third party Administration Service necessary to fulfil the affairs of the Association and to fix the level of the Administration Service Fee.
- 8.3 To delegate authority to an executive committee, where and when appropriate.
- 8.4 To represent the Association vis à vis third parties.
- 8.5 To call and prepare the General Assembly and to carry out resolutions of the General Assembly.
- 8.6 To select and to admit new members of the Association.
- 8.7 To draft and amend Internal Regulations and the Quality Code which are to be approved by the General Assembly.
- 8.8 To prepare and implement a marketing and business development strategy and recruitment of new members strategy, which are to be approved by the General Assembly.
- 8.9 To fix the Annual Subscription Fee and Administration Fee for the Association in accordance with section 3.2.1 and 3.2.2 of these Rules.
- 8.10 To appoint qualified Bookkeepers.

## **9 Auditors and Bookkeepers**

- 9.1 It is held that the Association does not require a full or limited audit in the sense of Art. 69b of the Swiss Civil Code. Nevertheless the General Assembly shall have the right to appoint one or several, natural or juridical person or persons as Auditors. They are appointed to hold office for a tenure of 3 years. They shall have a recognised accounting qualification, but do not have to be registered in Switzerland under the Auditor Oversight Act (SR 221.302) and do not have

to be registered as auditors of the Association with the commercial register.

- 9.2 The Bookkeepers maintain the accounting records and prepare the annual financial statements. The Auditors examine and verify the annual financial statements and present to the General Assembly a written auditors' report about the outcome of their examination every year. The audit does not have to comply with the requirements of Art. 729 ss of the Swiss Code of Obligations (SR 220). Neither the Bookkeepers nor the Auditors need to attend the General Assembly in which the annual statement is discussed and approved (cp. section 6.2 of these Rules), unless one fifth of all members requires in writing at least 20 days prior to the General Assembly the joint or several attendance of one Bookkeeper and/or one Auditor.

## **10 Admission to Membership**

- 10.1 To qualify as members, candidates must come with the professional description as per section 2.1 above, and all references in these Rules to a member shall import the meaning of the said description. The description of member also means 'associate member' as identified in section 10.5 below, except where otherwise excluded in these Rules or the Internal Regulations of the Association.
- 10.2 Potential members must complete an appropriate application form. Members must be admitted by election of the Board of Directors. The admission of a new member shall take into account the then current dispersion of the Association, already established members in the town, city, state, region or country of the prospective member, as well as specialist knowledge, quality, reputation and good standing of the prospective member and information contained in the appropriate application form.
- 10.3 Immediately upon election to membership a prospective member must be given notice of election and furnished with a copy of these Rules, the Internal Regulations and the Quality Code and be requested to remit his Administration Fee and Annual Subscription Fee, and to sign and remit acceptance of these Rules, Internal Regulations and Quality Code thereby agreeing to be bound by the Rules, Internal Regulations and the Quality Code of the Association. (A copy of the Rules, Internal Regulations and Quality Code should be provided to a prospective member in advance of election, for awareness purposes).
- 10.4 Upon payment of the prospective member's Administration Fee and Annual Subscription Fee, and upon signing and remitting these Rules and the Association's Quality Code, a prospective member becomes a member of the Association. A prospective member will not become a member until the Administration Fee and first Annual Subscription Fee is paid.



10.5 In exceptional circumstances and when agreed by a resolution of the Board of Directors, a prospective member, other than in-house legal counsel, may be accepted as an 'associate member'. The formalities for admission, expulsion and termination of membership are the same as for a member, except that an associate member is only required to pay 50% of the Annual Subscription Fees during their period of associate membership. The prospective member can be elected as an associate member for no more than two years from the date of the invoice for the first years' Administration Fee and (reduced) Subscription Fee

An associate member has all the rights, obligations and duties of a member as stated in these Rules and the Regulations of the Association, except as provided in sections 10.5.1 to 10.5.4 below. The status of associate member is not to be limited in promotional or communication matters externally or internally within the Association or its membership. No inference is to be drawn from the status of 'associate member'.

An associate member cannot:

10.5.1 Vote at a General Assembly

10.5.2 Nominate a person from their firm or organisation to be appointed as a Director of the Association or as a Board Director

10.5.3 Object to the appointment of a member in their town, city, region or country during the period of their associate membership.

10.5.4 Benefit from the discounts that the Board of Directors is able to offer to prospective members.

Upon completion of two years associate membership, an associate member must apply to become a member or must terminate their membership in accordance with these Rules (Section 12).

Associate members may be admitted as members by election of the Board of Directors, having regard to the criteria identified in sections 10.1 and 10.2 of these Rules (and the extent of their participation in the Association's matters during the two year period of associate membership) and by paying the Annual (or pro-rata) Subscription Fees.

If, for whatever reason, an associate member is not accepted as a member, or if they terminate their associate membership, they must abide by the conditions laid down in Sections 12.5 to 12.7 (below)



- 10.6 Upon becoming a member of the Association a member immediately shall be bound by these Rules, the Internal Regulations and the Quality Code, and become entitled to all the benefits and privileges of membership, including the right and duty to participate in the Annual Conference, the right to publish the logo of the Association on the member's letterhead etc, the right to be listed in the various directories of the Association, etc.

## **11 Obligations of Members**

Each member has the following obligations:

- 11.1 Endorse and abide by their National or Regional Code of Ethics and the International Code of Ethics (1986 edition). If and in so far as any clause of either may be in conflict, the former shall prevail.
- 11.2 Abide by these Rules, the Internal Regulations and the Quality Code of the Association.
- 11.3 Pay the Annual Subscription Fee promptly each year.
- 11.4 To attend or send at least one representative to attend each of the Annual Conferences of the Association.

## **12 Termination of Membership**

- 12.1 Any member may resign his membership by giving notice in writing (by signed letter, fax or email) to the President or the Administration Service. Every such notice is deemed to take effect as from the date that it is received.
- 12.2 Membership will be terminated automatically as a result of the death of a member, who is a sole practitioner or individual legal counsel, or because of the dissolution of the member firm company or other legal entity.
- 12.3 A member may be expelled by the Board of Directors, or Executive Committee if delegated by resolution of the Board of Directors, as a result of any of the following:
- 12.3.1 Failure to promptly pay the Annual Subscription Fee or conference delegate fee(s) or other amounts owed to the Association. Non-payment of membership fees after 90 days of the invoice date, without good cause in the opinion of the Executive Committee, shall result in termination of membership.

- 12.3.2 Failure to maintain professional indemnity insurance cover or to retain membership of relevant bar or professional Association.
  - 12.3.3 Failure to meet the standards of the Quality Code of the Association.
  - 12.3.4 Failure to comply with these Rules or the Internal Regulations of the Association.
  - 12.3.5 Substantial failure to fulfil any members obligations or seriously disturbing or threatening to disturb the functioning or the internal co-operativeness of the Association or bringing the Association into disrepute.
  - 12.3.6 Conviction of any serious criminal offence, bankruptcy or compulsory liquidation, statutory or informal composition or arrangement with the member's creditors, or lack of capability to look after the member's affairs any longer.
  - 12.3.7 Malpractice, negligence actions, recurrent disputes, claims or allegations, failure to respond to enquiries, brought against a lawyer or partner of a member firm, either by a client, another member, or a third party which, in the opinion of the Board (or Executive Committee if delegated), after providing the member the opportunity for a fair hearing, make the membership of that member firm untenable.
- 12.4 Any member who is expelled must be given written notice of expulsion by the President. Such notice must include the reasons for the expulsion. The expelled member shall have the right to appeal against the decision of the Board of Directors or Executive Committee by submitting written objections to the President within 14 days of said notice of expulsion.
- 12.5 Upon expulsion or termination of membership, the name of the relevant member shall be stricken from the relevant register and database of the Association at the Association's address and the Association's promotional materials and website.
- 12.6 On ceasing to be a member of the Association, the former member forfeits all rights to and claims upon the Association, its property and funds and must immediately remove the name and logo of the Association from his papers, promotional materials and electronic media (and links relating thereto) and no Annual Subscription or Administration Fee previously paid by him shall be refunded to him.
- 12.7 Any member who has been expelled or who has terminated their membership remains liable for any unpaid Annual Subscription Fees (or other amounts owed).



### **13 Financial Year**

- 13.1 The financial year of the Association shall end on December 31 in each year.
- 13.2 At the end of each financial year a balance sheet and a profit and loss statement complying with internationally accepted accounting Rules are to be prepared by the Bookkeepers and examined by the Auditors (if any) and presented by the Board of Directors.

### **14 Dissolution of the Association**

- 14.1 The Association may be dissolved by the members by a 75% majority of all members present at a General Assembly expressly called for this purpose. The winding up of the Association will be carried out by the Board of Directors unless the General Assembly appoints specific liquidators. During the winding up period the authority of the General Assembly remains in place.
- 14.2 The net assets of the Association shall be used in accordance with the decision of the General Assembly.

### **15 General Provisions**

- 15.1 If any provision of these Rules is declared by any judicial or other competent authority to be void, illegal or otherwise unenforceable the remaining provisions of these Rules shall remain in full force and effect to the extent that the offending provision is severable from these Rules.
- 15.2 Any notice to be served on or by any member or members shall be sent by prepaid ordinary post or by fax or by e-mail and shall be deemed to have been received by the addressee respectively within seven days of posting or 24 hours from despatch of fax or e-mail to the correct postal mailing address, e-mail address or fax number.
- 15.3 Headings contained in these Rules are for reference purposes only and should not be incorporated into these Rules and shall not be deemed to be in any indication of the meaning of the clauses to which they relate.
- 15.4 The original version of these Rules and the Internal Regulations are drafted in English and if any interpretation is required, only such original version may be used.
- 15.5 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 Rules or the Internal Regulations of the Association or 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 Rules and of the Internal Regulations 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 Rules 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.