



**Resolution Adopted at the 77th Annual General Meeting of the Malaysian Bar
(Held on 18 Mar 2023)**

Resolution to Establish an Independent Internal Inquiry into the Finding of Facts and Circumstances of the Signing of the LexisNexis Subscription Agreement Dated 20 February 2019 and its Termination

Whereas:

- (1) On 20 February 2019, the Malaysian Bar entered into a Subscription Agreement which comprised (i) a document entitled "Exhibit A General Terms and Condition (Global Platform)" and (ii) a document entitled 'Exhibit B Terms of Trade General' (referred to collectively as the "LexisNexis Agreement") with LexisNexis Malaysia Sdn Bhd ("LexisNexis").
- (2) A Writ and Statement of Claim dated 12 September 2019 were filed by LexisNexis against the Malaysian Bar for breach of contract with claims for, among others, RM3,539,072.00 as general damages and RM237,174.00 as special damages ("Suit").
- (3) A Defence has been filed by the Malaysian Bar on 19 November 2019, which among others, stated that the LexisNexis Agreement was not approved by the Bar Council at a formal meeting.
- (4) On 21 November 2022, LexisNexis withdrew the Suit with no orders as to cost and without liberty to file afresh. This was in light of a settlement reached between the parties on 17 November 2022.
- (5) The Malaysian Bar has always been a proponent of accountability and transparency, and good governance in public administration.
- (6) Given that:
 - (6.1) Under Section 56 of the Legal Profession Act 1976, the management of the Malaysian Bar and of its funds shall be vested in the Bar Council;
 - (6.2) The LexisNexis Agreement concerns the material use of the funds of the Malaysian Bar in that the subscription price is RM1,330,000.00 a year, for a period of 5 years;

- (6.3) It is of grave concern that such material use of the Malaysian Bar funds, vis-à-vis the signing and subsequent termination of the LexisNexis Agreement, did not have the prior approval of the Bar Council at a formal meeting;
- (6.4) The facts and circumstances leading to the signing of the LexisNexis Agreement have not been disclosed to the members of the Malaysian Bar and there is a need for members to be informed of what transpired leading to the signing of the LexisNexis Agreement and of the specific terms thereof;
- (6.5) The facts and circumstances leading to the termination of the LexisNexis Agreement have not been disclosed to the members of the Malaysian Bar and there is a need for members to be informed of what transpired leading to the termination of the LexisNexis Agreement;
- (6.6) The Malaysian Bar has released a number of circulars disclosing the fact of the Suit, the pleadings filed and the settlement. However, nothing has been disclosed on the matters stated in paragraphs (6.4) and (6.5) above; and
- (6.7) Although the Suit has been withdrawn, members of the Malaysian Bar nevertheless have a right and are fully entitled to know of the matters stated in paragraphs (6.4) and (6.5) above internally.

It is hereby resolved that:

The Bar Council shall immediately take all necessary steps to establish an independent internal inquiry into the finding of facts and circumstances leading to the absence of approval by the Bar Council before the signing of the LexisNexis Agreement and the subsequent termination thereof without the approval of the Bar Council, with the view of making recommendations for a written standard operating procedure for the execution and termination of any agreements having a material impact on the funds of the Malaysian Bar, and that any such recommendation or report be made available to Members on or before the next Annual General Meeting.