

**The Companies Acts 1985, 1989 and 2006**  
**Company Limited by Guarantee**



**Articles of Association of**  
**Birmingham Law Society**  
incorporated on 9 December 1870  
and subsequently amended by Special Resolution of various dates the  
last date being 22 October 2008

Registered number: 00005188



# Articles of Association

## Interpretation and Limitation of Liability

### Definitions

1. In these Articles:

<b>“the Act”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Society
<b>“Affiliate Member”</b>	means any legal practitioner who does not satisfy any of the criteria set out in Article 6 for Full Membership but who satisfies the criteria which are set out in Article 7 and has been admitted to membership as an Affiliate Member (and “Affiliate Membership” shall be construed accordingly)
<b>“these Articles”</b>	means these Articles of Association as framed at the date of adoption hereof or as from time to time altered in accordance with the provisions therein contained and with the Statutes
<b>“Base Rate”</b>	means the base rate of the Bank of England from time to time or such other rate as it shall determine to replace it
<b>“the Board”</b>	means the Board of Directors for the time being of the Society
<b>“Business Committees”</b>	means a committee established by the Board under Article 91 to consider such business issues relevant to their remit
<b>“Category A Members”</b>	means Full Members of the Society
<b>“Category B Members”</b>	means those Members who are also members of the Council
<b>“Category C Members”</b>	means all other Members who are not Category A Members or Category B Members
<b>“Chairman”</b>	means the chairman of the Board from time to time
<b>“clear days”</b>	means in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the days for which it is given or on which it is to take effect
<b>“Committee”</b>	means any committee of the Society howsoever established and, for the avoidance of doubt, shall include all Business Committees, Professional Committees and the Council

<b>“Corporate Members”</b>	means the category of members referred to in Article 9
<b>“the Council”</b>	means the committee established under Article 45
<b>“Deputy Vice President”</b>	means any person appointed as such pursuant to Article 98.3
<b>“Directors”</b>	means the persons who have been appointed for the time being to membership of the Board
<b>“electronic form”</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>“Full Member”</b>	means any person who satisfies the requirements set out in Article 6 and who has been admitted to membership as a Full Member (and “Full Membership” shall be construed accordingly)
<b>“General Meeting”</b>	means any meeting of the Members of the Society including an Annual General Meeting
<b>“Honorary Members”</b>	means any person designated as such under Article 13
<b>“Honorary Secretaries”</b>	means any person appointed as such pursuant to Article 98.4
<b>“Member”</b>	means any Member for the time being of the Society pursuant to Article 10
<b>“Month”</b>	means a calendar month
<b>“Office”</b>	means the registered office of the Society
<b>“Officers”</b>	means any or all of those persons appointed as such pursuant to Article 98
<b>“place”</b>	means, in relation to General Meetings (where the context so admits) any suitable place within the City of Birmingham
<b>“President”</b>	means any person appointed as such pursuant to Article 98.1
<b>“Professional Committee”</b>	means a committee established by the Council under Article 47 to consider such professional issues relevant to their remit
<b>“Seal”</b>	means the Seal of the Society
<b>“Secretary”</b>	means the Honorary Secretaries or any person appointed as such by the Board
<b>“the Society”</b>	means the company known as Birmingham Law Society

Society

<b>“SRA”</b>	means the Solicitors Regulation Authority and any successor body from time to time
<b>“the Statutes”</b>	means the Act, the Company Directors Disqualification Act 1986 and the Insolvency Act 1986 or any statutory modification thereof
<b>“Student Member”</b>	means any person who does not satisfy any of the criteria for Full Membership set out in Article 6 or Affiliate Membership set out in Article 7 but who satisfies the criteria which are set out in Article 8 and has been admitted to membership as a Student Member (and “Student Membership” shall be construed accordingly)
<b>“TLS”</b>	means the Law Society of England and Wales and any successor body from time to time
<b>“Vice President”</b>	means any person appointed as such pursuant to Article 98.2
<b>“writing”</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1.1 Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine. Words importing persons shall include corporations.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006.

### **Liability of Members**

2. The liability of each Member is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

2.1 payment of the Society’s debts and liabilities contracted before he ceases to be a Member;

2.2 payment of the costs, charges and expenses of winding up; and

2.3 adjustments of the rights of the contributories among themselves.

### **Objects**

3. The objects for which the Society is established are:

- 3.1 To support and protect the character, status, and interests of the legal profession generally, and particularly of Members practicing law in the City of Birmingham and the surrounding area.
- 3.2 To promote honorable practice, to repress malpractice, to settle disputed points of practice, and to decide all questions of professional usage or courtesy between or among solicitors, and particularly as between Members of the Society.
- 3.3 To consider all questions affecting the interests of the profession, and to initiate and watch over, and, if thought necessary or advisable to petition Parliament, the SRA, TLS or other body or promote deputations in relation to general measures directly or indirectly affecting the profession, and to procure changes of law or practice, and to promote improvements in the principles and administration of the law.
- 3.4 To, as considered appropriate by the Council, maintain access to a library of books, publications and documents in electronic or hard copy form as appropriate and to make provision for the user of such books, publications and documents upon such terms and conditions as the Council shall determine from time to time, and for any or all of those purposes to make rules, regulations and byelaws and to impose fines and forfeits.
- 3.5 To determine from time to time the amounts of any subscriptions or levies to be paid by the Members of the Society or different categories of such Members and to take all necessary steps to collect such subscriptions and levies.
- 3.6 To provide rooms and other facilities for the holding and conducting of meetings of creditors, shareholders and others, arbitrations, meetings of members of any learned profession or of societies or of bodies interested or concerned in scientific or artistic matters, and to make charges for the user thereof or to allow the user thereof gratuitously.
- 3.7 To acquire by purchase, taking on lease, exchange or otherwise, lands and buildings, and all other property, real or personal, which the Society may from time to time think proper to acquire for the promotion of its objects, and which may lawfully be held by them, and to re-sell, underlease or sublet, exchange, surrender, turn to account, or dispose of, such property or any part thereof, as may be deemed expedient with a view to the promotion of the objects of the Society, and to erect upon any such land any buildings for the purposes of the Society, and to alter or add to any building erected upon any such land, and to maintain and repair such buildings,
- 3.8 To settle, edit, prepare, commission, acquire the copyright in, obtain licences from the owner of the copyright to publish and to publish and sell books, magazines, forms and other documents of interest or use to the legal profession.

- 3.9 To borrow or raise money, whether from Members of the Society or others, and to secure the payment of money in such manner as the Society shall think fit, and in particular by the issue of mortgages, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Society's property (both present and future), and to purchase, redeem, or pay off any such securities,
- 3.10 To establish, accumulate and provide sinking funds, redemption funds, depreciation funds and any other special funds on such terms and conditions as may be agreed, and to deal with the same in such manner as the Society may lawfully determine:
- 3.11 To encourage the study of law and for that purpose to provide on such terms and conditions as may from time to time be prescribed, a prize or prizes, or other rewards or distinctions.
- 3.12 To promote information on legal subjects by lectures, discussions, books, correspondence with public bodies and individuals or otherwise.
- 3.13 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Society or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for educational, charitable or benevolent objects connected with the objects of the Society or calculated to further the same.
- 3.14 To invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined, provided that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 3.15 To carry on all or any of the objects of the Society either alone or in conjunction with any other Law Society or Association of Solicitors.
- 3.16 To do all such other things as are incidental or conducive to the attainment of the above objects.
- 3.17 To carry on business as a general commercial company.

#### **Powers**

4. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society, as set out in these Articles and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the persons who at any time are or have been members of the Society, or to any of them, or to any person claiming through any of them.

5. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Society, or to any Member of the Society, or other person, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 4 per cent per annum above Base Rate on money lent by any Member to the Society or reasonable and proper rent for premises demised or let by any Member to the Society; but so that no member of the Council or Board of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Council or Board except repayment of out-of-pocket expenses, interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society and any honorarium as determined by the Council in its absolute discretion, but with full input from the Board, from time to time.

## **Membership**

6. The following persons shall be eligible to be Full Members of the Society:
  - 6.1 any solicitor who holds a current practising certificate;
  - 6.2 any solicitor on the Roll who has retired from practice;
  - 6.3 registered foreign lawyers who are regulated by the SRA;
  - 6.4 any registered European lawyer;
  - 6.5 any solicitor holding a legal appointment or teaching law; and
  - 6.6 any other solicitor approved by the Council.
7. The following persons shall be eligible to become Affiliate Members of the Society namely all legal practitioners who do not fall within the criteria for Full Membership set out in Article 6 including (without limitation);
  - 7.1 Barristers;
  - 7.2 Fellows of the Institute of Legal Executives;
  - 7.3 Trainee Solicitors and Paralegals working for a firm of solicitors which has Corporate Membership of the Society;
  - 7.4 Foreign lawyers who are not regulated by the SRA (subject to provision of credentials which are acceptable to the Council).
8. The following persons shall be eligible to become Student Members:
  - 8.1 students taking undergraduate or post-graduate law degrees;
  - 8.2 students undertaking the Common Professional Examination or Legal Practice Course;

- 8.3 students undertaking undergraduate degrees in subjects other than law but whom the Council considers to have a sufficient connection with the law (such as, for example only, students who have a reserved place on the Common Professional Examination or Legal Practice Course).
9. The Council may also introduce arrangements under which some or all of the solicitors who are members or employees of, or partners in, a firm of solicitors may be admitted to membership on payment by their firm of an appropriate subscription (to be decided from time to time by the Council) in return for such firm becoming a 'Corporate Member' of the Society.
  10. The existing Members and such other persons eligible for membership mentioned in Articles 6 to 9 who shall be elected in accordance with these Articles and none others, are and shall be Members and entered on the Register of Members as such. Except otherwise provided in these Articles, Category A Members, Category B Members and Category C Members shall rank *pari passu* in all respects but shall constitute separate classes of Members.
  11. No variation of the rights attaching to any class of Member shall be effective except with the sanction of a special resolution of each class of Member.
  12. Any eligible person who wishes to become a Member shall sign and deliver to the Secretary an application in such form as the Council may from time to time determine. At the next meeting of the Council after the receipt of any application for membership such application shall be considered by the Council who shall determine the admission or rejection of the applicant. It shall be in the Council's absolute discretion whether or not to admit any person to membership of the society and in no case shall the Council be obliged to give any reason for the rejection of an applicant.

### **Honorary Members**

13. The Council may elect persons, including existing Members, having a distinguished legal or other attainments or qualifications as 'Honorary Members' and may elect such persons either for life or for any less period.
14. Honorary Members shall not sign an application for membership of the Society and shall not have any vote at any meetings of the Society but may be invited by the Board to sit on the Board, the Council or on any committee and to give to the Society their advice and assistance.
15. The Council with the assistance of the Board shall from time to time define the terms of reference by which Honorary Members shall be appointed.

### **Annual Subscriptions**

16. Every Member, other than an Honorary Member, shall pay to the funds of the Society such subscriptions (whether annual or otherwise) as may from time to time be determined by the Council. Subject to the prior approval of the Society in General Meeting, the Council may from time to time raise levies on the Members, or any categories of them, such amount or amounts as may from time to time be so approved.

17. Subscriptions and levies shall be payable on such dates as may be determined by the Council. If any Member neglects to pay any subscription, levy, fine or forfeit for one month after the same shall have become due, notice shall be sent to him enclosing a copy of this Article, and after the expiration of twenty-eight days of the sending of such notice all his privileges shall be suspended if and so long as he shall continue in arrear. Any Member who is in arrears of payment of any subscription, levy, fine or forfeit for six months consecutively from the date on which the same became due (whether or not any such notice as aforesaid shall have been sent to him) shall at the expiration of those six months cease to be a Member but may be reinstated as a member if sufficient reason for his default be given to the satisfaction of the Council.
18. The Council may in its absolute discretion, but with the input of the Board, fix reduced scales of subscriptions and levies or in any particular case waive the payment of a subscription or levy for any Members or categories of Members.
19. The Society may in General Meeting resolve that new Members or existing Members may commute their future annual subscriptions in consideration of the payment to the Society of a present sum of money and in such case the amount to be so paid shall be fixed from time to time by the Council. Members who shall have commuted their future subscriptions shall remain liable to pay to the Society all levies, fines, forfeits and moneys (other than the annual subscription) which a Member would or might be liable to pay to the Society. Such Members shall remain bound by all the provisions of the Articles from time to time (other than the payment of an annual subscription) and remain bound by all the rules, standing orders and bye-laws from time to time of the Society. Such a resolution as aforesaid of the Society may be rescinded by an ordinary resolution of the Society but without prejudice to the rights of those Members who have at the date thereof commuted their annual subscriptions.

### **Termination of Membership**

20. Membership shall not be transferable and every Member shall cease to be a Member on the happening of any of the following events:
  - 20.1 An individual shall cease to be a Member immediately if he dies or becomes (in the opinion of the Council) incapable of managing and administering his own affairs because of mental disorder, illness or injury;
  - 20.2 A corporation shall cease to be a Member immediately a resolution is passed or order be made for its winding up (other than a voluntary resolution for the purposes of reconstruction or amalgamation);
  - 20.3 If the Member serves upon the Society one month's written notice of his intention to resign his Membership in which event the Member shall cease to be a Member at the expiration of one month from the date of service of such notice upon the Society but the Member shall remain liable for any overdue and unpaid annual subscription.
  - 20.4 If the Members resolve, by ordinary resolution passed at a duly called General Meeting, that such Member shall cease to be such, in which case the Member in question shall cease to be such immediately on the passing of such resolution.

- 20.5 If the annual subscription payable by the Member is unpaid for a time specified in Article 17 the Member in question shall cease to be a Member with effect from that date.
21. Furthermore, any Member who shall fail in the observance of any regulation of the Society, or of any bye-law, standing order, regulation, or order of the Board or who shall, in the judgement of the Council, have been guilty of any act, or practice or conduct, calculated to bring discredit on the profession, or to lower its status, may be excluded from the Society by a resolution of the Council passed by a majority of at least three-fourths of the members present and voting at a special Council meeting, at which a quorum is present. The Member whose conduct is in question shall have seven clear days notice sent to him to attend the Council meeting, and shall be entitled to be heard by himself or by deputy. If the Council resolve to exclude him, notice in writing shall be sent to him to that effect and the Member may within seven days next after the sending of such notice give notice in writing to the Secretary of his intention to appeal the decision of the Council to a General Meeting of the Society, which shall (as soon as conveniently may be) be convened by the Secretary, and which meeting shall have power by a resolution passed by a majority of those voting thereon to confirm, rescind, or vary the Council's resolution. The Member whose conduct is in question or his deputy shall have the right to address the meeting but shall have no vote thereat.

The notice convening the special Council meeting shall state that it is convened "to consider the conduct of a Member" or to that effect. The notice convening the General Meeting of the Society shall state that it is convened "to consider an appeal of a Member from exclusion from the Society" or to that effect.

## **General Meetings**

22. Each year the Society shall hold a General Meeting as the Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
23. The business of the Annual General Meeting is:
- 23.1 the consideration of the Society's annual report (if any);
  - 23.2 to receive the annual accounts of the Society;
  - 23.3 to elect members of the Council for the ensuing year in place of those retiring and for the purpose of filling existing vacancies;
  - 23.4 the fixing of the remuneration, and the appointment and removal of, the Society's auditors; and
  - 23.5 to transact any other business specified in the notice convening the meeting.

24. The Board may, whenever they think fit convene a General Meeting, and General Meetings shall also be convened whenever a notice from the Council or a requisition signed by such requisitionists as provided by Section 303 of the Companies Act 2006 and stating generally the object of such meeting is left at the Society's Office. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Society may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

### **Notice of General Meetings**

25. A General Meeting shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under these Articles or the Act, entitled to receive such notices from the Society.
26. Provided that a General Meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in Article 25, be deemed to have been duly called if it is so agreed by 90% of the Members entitled to attend and vote thereat (whether their voting rights are subject to any limitations or not).
27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

### **Proceedings at General Meetings**

28. All business shall be deemed special that is transacted in a General Meeting other than an Annual General Meeting.
29. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 Members present in person or by proxy shall be a quorum at a General Meeting.
30. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Council or of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall be a quorum.
31. The President, or in his absence the Vice President or in his absence the Deputy Vice President, shall preside as chairman at every General Meeting. If neither the President, the Vice President nor the Deputy Vice President shall be present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall choose one of their number to be chairman of the meeting. If no member of the Council is present or is unwilling to act, the Members present shall choose one of their number to be chairman.

32. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

33.1 by the chairman; or

33.2 by at least three Members present in person or by proxy and entitled to vote at the meeting on the resolution in question; or

33.3 by a Member or Members present in person or by proxy and representing not less than ten votes from Members having the right to vote at the meeting on the resolution in question.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

34. The demand for a poll may be withdrawn before the poll is taken. If the demand for a poll is withdrawn the result of the show of hands will stand.

35. Except as provided in Article 37, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

36. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll was demanded, shall be entitled to a second or casting vote.

37. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

38. A resolution in writing signed (including by way of electronic signature) by the requisite percentage of Members for each resolution who would have been entitled to vote upon it if it had been proposed at a meeting at which he was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last Member signs.

## Votes of Members

39. Every Member present in person or by proxy shall have one vote whether on a show of hands or on a poll vote,
40. No Member, other than a Member who has been duly registered and who has paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any matter.
41. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“I, [ ], of [ ], being a Member of the above-named Society, hereby appoint [ ] of [ ], or failing him, [ ] of [ ], as my proxy to vote in my name and on my behalf at the General Meeting of the Society to be held on [ ] 20[ ], and at any adjournment thereof.

Signed this [ ] day of [ ] 20[ ].”

42. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

“I, [ ], of [ ], being a Member of the above-named Society, hereby appoint [ ] of [ ], or failing him, [ ] of [ ], as my proxy to vote in my name and on my behalf at the General Meeting of the Society to be held on [ ] 20[ ], and at any adjournment thereof.

[ ] 20[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against

Resolution No. 2 \*for \*against.

\* Strike out whichever is not desired.



- 47.4 the appointment and, where necessary, the removal of all Committee chairs in accordance with any relevant provisions of these Articles;
- 47.5 the appointment and, where necessary, the removal of the President, the Vice President and the Deputy Vice President in accordance with any relevant provisions of these Articles;
- 47.6 the establishment of Professional Committees consisting of such persons and on such terms as the Council shall determine from time to time;
- 47.7 all such other things as are delegated to the Council under these Articles.
- 48. For the avoidance of doubt, any alteration, amendment, revocation or rescission of Article 45 or Article 47 shall be deemed to constitute a variation of the rights attached to each class of Member.
- 49. The Board shall delegate such other powers to the Council as it requires to perform its key functions under its terms of reference as agreed with the Board from time to time.
- 50. The Council of the Society shall consist of:
  - 50.1 ex-officio members including:
    - 50.1.1 the President;
    - 50.1.2 the Vice President;
    - 50.1.3 the Deputy Vice President;
    - 50.1.4 the immediate past President and if the Council so resolves, either or both the past Presidents of the penultimate and pre-penultimate years. No past President shall be eligible for membership of the Council (otherwise than by election pursuant to Articles 62 and 65) if he shall have been a member of the Council for a continuous period of 3 years immediately following his retirement as President;
    - 50.1.5 not more than 2 Honorary Secretaries;
    - 50.1.6 such of the members as are for the time being members of the Council of the Law Society and elected to represent the constituency which includes the City of Birmingham;
  - 50.2 any Honorary Members who may be invited to sit on the Council as provided in Article 14;
  - 50.3 the Directors of the Society from time to time;
  - 50.4 not more than 6 Representative Members (as defined in Article 54);
  - 50.5 24 Ordinary Members elected pursuant to Article 59.
- 51. Subject to Articles 54 to 58, no person shall be a member of the Council who is not a Full Member.

52. The Council may from time to time co-opt such additional persons to the Council on whatever terms they decide and may at any time revoke such co-option.
53. Co-optees appointed under Article 52 shall be treated as Council members in all respects except they will not count towards the quorum requirements set out in Article 68 and they cannot vote on any matter.

### **Representative Members**

54. There may be up to 6 members of the Council, each of whom at the invitation of the Council shall represent a local law society or association of solicitors selected by the Council from time to time. Such persons are herein referred to as "Representative Members" and may be selected in such manner as each such local law society or association may decide.
55. Notice in writing of the selection of such Representative Member shall be given by the chairman or secretary of the local law society or association of solicitors which he is to represent.
56. The Council shall have the power from time to time and at any time to remove a Representative Member from office.
57. A Representative Member shall, if not already a Member of the Society, immediately apply for membership of the Society, provided that the Council may resolve the Representative Member representing any particular local law society or association of solicitors need not become a Member of the Society. A Representative Member required to apply for membership of the Society who does not become a Member within two months of his appointment shall cease to hold office as a Representative Member and shall not be eligible for re-appointment until he has become a Member of the Society.
58. A Representative Member shall be appointed for a three year term of office but shall be eligible for re-appointment for a further term or terms provided that he shall not be eligible for re-appointment after he has held office for twelve years.

### **Ordinary Members**

59. At each Annual General Meeting there shall retire from office as Ordinary Members of the Council at the conclusion of such meeting:
  - 59.1 those ordinary members for whom that meeting shall be the twelfth Annual General Meeting following the date on which they respectively first became members of the Council;
  - 59.2 those Ordinary Members for whom that meeting shall be the fourth Annual General Meeting following the date on which they respectively were last re-elected members of the Council;
  - 59.3 those Ordinary Members who have been members of the Council for more than four years without being re-elected;

- 59.4 such further Ordinary Members who shall have been longest in office since the date of their last elections respectively (and in case of equality the Ordinary Members to retire shall be determined by the Council) as will bring the number of Ordinary Members going out of office up to seven;
60. Ordinary Members who become ex-officio members of the Council under Article 103 shall be included as members of the Council going out of office for the purpose of calculating how many members shall retire under Article 59.4 in order to make up the total number of members vacating or going out of office to seven.
61. At each Annual General Meeting there shall be elected such number of Ordinary Members as may be necessary to make up the number of Ordinary Members of the Council to twenty four.
62. Subject to Article 64 the Council may each year nominate (by ballot or by such other method as the Council may determine) not more than five of the Ordinary Members of the Council retiring at the next Annual General Meeting as eligible for re-election at that meeting and such nominated Ordinary Members shall be deemed to have been duly nominated by two Members of the Society and due notice in writing of their nomination shall be deemed to have been given.
63. The retiring Ordinary Members of the Council other than those (if any) nominated by the Council under Article 60 shall be ineligible for re-election until the Annual General Meeting next following that at which they retire. Subject to Article 64 retiring Officers and ex-officio members shall be eligible immediately for election as Ordinary Members.

#### **Retirement and Removal of Council Members**

64. Notwithstanding the provisions of Articles 62, 63 and 65 no Council member shall be eligible for re-election to membership of the Council if he shall have served as a member of the Council, in whatever capacity, for a continuous period of twelve years. Any such person shall be ineligible for re-election until the Annual Meeting next following that at which he shall have retired pursuant to Article 59.
65. No person other than a member of the Council nominated for re-election under Article 62 shall be eligible for election as a member of the Council at any meeting of the Society unless he shall have consented in writing to be so nominated and shall have been nominated in writing by two members and notice in writing of such nomination, together with such written consent, shall have been left at the Society's offices at least forty two clear days before the date of such meeting. The Secretary shall cause the names of all members nominated for election as members of the Council to be forthwith posted in the Library of the Society.
66. Vacancies on the Council (except casual vacancies which may be temporarily filled by the Council itself under its powers hereinafter set out) shall be filled at the Annual General Meeting, and the election shall be made by voting papers delivered to the chairman of the meeting by the Members present in person or by proxy. In the case of an equality of votes the chairman shall have a second or casting vote.

67. A member of the Council shall cease to be a member of the Council and shall vacate any office held by him if:-
- 67.1 he shall (without leave of absence from the Council) be absent from five consecutive meetings of the Council, and if the Council shall resolve that such member do retire from the Council;
  - 67.2 he shall cease for any reason to be a Member;
  - 67.3 he shall give to the Council notice in writing of his intention to retire;
  - 67.4 he is declared bankrupt or makes any arrangement or composition with his creditors;
  - 67.5 he becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;
  - 67.6 he is suspended from practice or struck off the rolls;
  - 67.7 he is convicted of any offence which in the opinion of the Council renders it improper or inadvisable that he should continue as a member of the Council.
68. The names of the retiring members of the Council distinguishing those nominated by the Council for re-election shall be stated in the notice convening the meeting.

### **Meetings of the Council**

69. The quorum for a meeting of the Council shall be five members, except where under these Articles it is expressed or implied that the quorum for some special purpose shall exceed that number.
70. The President or in his absence the Vice President or in his absence the Deputy Vice President shall preside as chairman at every meeting of the Council.
71. If at any meeting of the Council none of the President, Vice President or Deputy Vice Chair are present ten minutes after the time appointed for holding such meeting the members of the Council present shall choose one of their number to chair the meeting.
72. Questions arising at a Council meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
73. Meetings of the Council shall be held bi-monthly or such other frequency as the Council shall determine from time to time, and five days notice of each such meeting shall be given to each member of the Council.
74. A meeting of the Council may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Council members in which all participants may communicate with all other participants

## **Board**

75. Unless otherwise determined by a General Meeting, the Board shall consist of a minimum of four Directors.
76. From time to time the Board may appoint observers to the Board on such terms as the Board resolves. However an observer shall not be a Director and he may not hold himself out in any respect as such at any time. An observer may attend meetings of the Board and participate in discussions of the Board thereat. However he may not otherwise participate in any decision of the Board or vote on any matter reserved to the Board. The President, Vice President and Deputy Vice President will all be deemed to be observers, which appointment can not be revoked by the board, and may attend any meeting of the Board.

## **Powers of the Board**

77. The business of the Society shall be managed by the Board who may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Society and to such regulations or provisions, as may be prescribed by the Society in General Meeting, but no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
78. Directors may act notwithstanding any vacancy in their body provided always that in case the Directors shall at any time be or be reduced in number to less than two, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

## **Disqualification of Directors**

79. The office of a Director shall be vacated if the Director:
  - 79.1 dies;
  - 79.2 becomes bankrupt or makes any arrangement or composition with his creditors;
  - 79.3 becomes, in the opinion of the Council, incapable of managing his own affairs because of mental disorder, illness or injury;
  - 79.4 by notice in writing to the Society, he resigns from office;
  - 79.5 ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
  - 79.6 is suspended from practice or struck off the Roll;

- 79.7 is convicted of any offence which is likely to bring the Society into disrepute and the Council resolves (by a 75% majority of Council members present and voting) that he should be removed;
- 79.8 fails to attend 3 consecutive Board meetings held no more frequently than once a month and the Council resolves (by a 75% majority of Council members present and voting) that he should cease to be a Director;
- 79.9 is removed from office by a resolution duly passed by a majority in number of the Members for the time being or, pursuant to Section 168 of the Companies Act 2006;
- 79.10 is directly or indirectly interested in any contract with the Society and fails to disclose the nature of his interest in manner required by the Act; or
- 79.11 is in the opinion of the Council guilty of conduct detrimental to the interests of the Society and the Council resolves by a 75% majority of Directors present and voting that he should be removed provided the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director.

### **Appointment of Directors**

80. The Council shall have the power from time to time and at any time to appoint Directors either to fill a casual vacancy arising in respect of the Directors or by way of addition to the Board, provided that the power conferred by this Article shall not be exercised so as to decrease the number of Directors below four. The Board may make recommendations to the Council in relation to the appointment of the Directors.
81. Directors shall be appointed on such terms as the Council shall determine from time to time.
82. If the Council shall have failed to fill a vacancy for a Director within one month of such vacancy arising, the Directors may appoint a person who is willing to act to be a Director for each vacancy. They shall be deemed to be a Director and shall hold office until the next Annual General Meeting. The Council's right to appoint Directors pursuant to Article 80 shall be suspended for that period in respect of any vacancy filled by the Board pursuant to this Article 82.

### **Proceedings of the Board**

83. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.
84. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

85. The Chairman is appointed by the Council pursuant to Article 47.3 and will serve for a fixed term of three years.
86. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally.
87. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate with all other participants.
88. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Society and of the Board and all business transacted of such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
89. A resolution in writing signed (including by way of electronic signature) by the requisite percentage of Directors required for each resolution who would have been entitled to vote upon it if it had been proposed at a meeting at which he was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.
90. All acts bona fide done by any meeting of the Board or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

### **Committees and Working Parties:**

91. Subject to Article 45, the Board may:-
  - 91.1 establish Committees, including Business Committees, which consist of those persons the Board decide;
  - 91.2 delegate to such a Committee any of its powers; and
  - 91.3 revoke a delegation at any time.
92. Subject to Article 45, the members of a Committee are to be appointed by the Board to hold office for whatever period the Board decides.
93. The Board must determine the quorum for each Committee it establishes.
94. The Board must specify the financial limits within which any Committee may function.
95. Every Committee must:-

- 95.1 ensure that its proceedings and decisions are reported to the Board as soon as possible; and
- 95.2 appoint a secretary with responsibility for making the reports to the Board.
- 96. The Board may authorise a Committee to operate any bank account. The Board must decide upon the way in which that account must be operated.
- 97. The Board may establish working parties consisting of those persons whom the Board decide. A working party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the board. The members of a working party are to be appointed by the Board. A working party can have no authority to incur expenditure.

### **Appointment of Officers**

- 98. At the last meeting of the Council before the Annual General Meeting the Council shall appoint from amongst its members the following Officers namely:-
  - 98.1 a President;
  - 98.2 a Vice President;
  - 98.3 a Deputy Vice President; and
  - 98.4 not more than two Honorary Secretaries.
- 99. A candidate who has indicated to the President, the Vice President or the Deputy Vice President his willingness to be nominated for the office of President, Vice President and Deputy Vice President shall be proposed and seconded by members of the Council.
- 100. In the event of more than one nomination for any office (other than two Honorary Secretaries) the election shall be by secret ballot. The ballot shall be decided by simple majority of those members of the Council in attendance at the meeting.
- 101. On a ballot involving more than two candidates where no candidate obtains more than half of the votes capable of being cast at the meeting, the candidate with the fewest number of votes shall withdraw. In the event of more than one candidate having equal numbers of the fewest votes cast, the candidate to withdraw shall be decided by lot. A further ballot of the remaining candidates shall be held and any further ballots as necessary until an officer is duly elected by the requisite simple majority of votes capable of being cast at the meeting of the Council.
- 102. The Officers when so appointed shall take up their offices at the conclusion of the Annual General Meeting next following their appointment and (subject to the provisions of these Articles) shall hold their offices until the conclusion of the Annual General Meeting the following year.

103. Pursuant to Article 50 such Officers shall become ex-officio members of the Council and accordingly shall not be subject to re-election to the Council whilst holding office. The places previously occupied by any of them who were members, but not ex officio members, of the Council shall be vacated.

### **Execution of Documents and the Company Seal**

104. The Board shall provide for the safe custody of the Seal and the Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least one Director and of the Secretary or such other person as the Board may from time to time appoint for the purpose and such Director and Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
105. Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
- 105.1 two Directors;
  - 105.2 one Director and the Secretary; or
  - 105.3 in any other manner the Board authorises.

### **Accounting Records**

106. The Board shall cause proper accounting records to be kept in accordance with Section 386 of the Companies Act 2006 and with respect to:
- 106.1 sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
  - 106.2 sales and purchases of goods or services by the Society; and
  - 106.3 assets and liabilities of the Society.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair value of the state of the affairs of the Society and to explain its transactions.
107. The accounting records shall be kept at the Office or, subject to the provisions of the Act at such place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
108. Except as provided by law or authorised by the Directors or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a Member.

## **Audit**

109. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
110. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## **Notices**

111. A notice may be served by the Society upon any Member; either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members, or in the case of a Member being a member of the Document Exchange by placing it in the Document Exchange system or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him.
112. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those Members who are, described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.
113. Any notice, if served by post, the Document Exchange system or electronic communication, shall be deemed to have been served on the day following that on which the letter or electronic communication containing the same is put into the post or the onwards box of the Document Exchange or transmitted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter or in the onwards box of the Document Exchange and proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given.
114. Notice of every General Meeting shall be given in the manner hereinbefore authorised to:
  - 114.1 every Member entitled to attend and vote at the relevant meeting except those Members who (having no registered address within the United Kingdom) have not given to the Society an address within the United Kingdom for the giving of notices to them; and
  - 114.2 the Auditor or Auditors for the time being of the Society.No other persons shall be entitled to receive notices of General Meetings.

## **Indemnity**

115. No officer or employee is to be liable for losses suffered by the Society except those due to their own dishonesty or gross negligence.
116. Subject to the Act every Director, officer or employee is to be indemnified by the Society against any liability incurred in the discharge of his/her duties or in that capacity in defending any civil or criminal proceedings as long as:
  - 116.1 judgment is given in his/her favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him/her);  
or
  - 116.2 he/she is acquitted; or
  - 116.3 relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## **Standing Orders**

117. Subject to Article 120:
  - 117.1 the Board may from time to time make standing orders for the proper conduct and management of the Society; and
  - 117.2 the Society in General Meeting may alter, add to or repeal the standing orders.
118. The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.
119. Standing orders are binding on all Members and Directors.
120. No standing order may be inconsistent with or may affect or repeal anything in these Articles.