



**BIRMINGHAM LAW SOCIETY**  
one profession • one region • one voice

# **A Guide to Birmingham Law Society**

This document is an introductory guide to Birmingham Law Society (BLS) for the Society's volunteers, including Officers', Directors, Council Members and Committee Chairs. Committee Chairs are encouraged to disseminate relevant information from this guide to their committee members as appropriate.

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## 1. Introduction to Birmingham Law Society (BLS)

Birmingham Law Society was established in 1818 and is now the largest local law society in the Country, representing over 5000 solicitors, barristers, legal executives, trainee solicitors, paralegals and law students in around 80 practices and five universities in Birmingham and the Greater Midlands area.

The Society is a membership based organisation. Its mission statement is as follows:

1. We encourage closer contact between members thereby strengthening the regional legal community:
  - by providing a programme for members including networking and activity based events;
  - by holding public debates/discussions which are important to members;
  - by establishing and maintaining effective lines of communication with all members.
2. We represent the professional interests of our members
  - by direct representations and lobbying to Government, the SRA, The Law Society and other organisations;
  - by engaging in consultations;
  - by making use of the media;
  - by encouraging links between the Society and our local politicians.
3. We promote the Society, our members and the region on the National and International stage
  - by ensuring members are aware of the work which is undertaken by the Society;
  - by ensuring all Officers, Board Members and Council Members promote the Society and its members whenever speaking to national or international organisations, including during international visits;
  - by promoting the international relations the Society has and establishing links.
4. We ensure our members are kept up to date with any important issues relevant to the legal profession
  - by using any and all available means (electronic, seminars, newsletters, correspondence etc);
  - by engaging in public debates/discussions with people associated with such changes;
  - through training and other educational events.
5. We raise public awareness of legal issues relevant to the profession
  - by promoting the rule of law and access to justice;
  - by raising issues relevant to the provision of legal services such as Alternative Business Structures, cuts in legal aid, diversity issues in respect of access to the legal profession etc;
6. We are regarded as an integral and important part of Birmingham and the surrounding regions by ensuring close links with other organisations (both legal and non legal) including;
  - a. national organisations such as The Law Society;
  - b. local organisations such as Universities, Chamber of Commerce, Birmingham Forward, Business Voice WM, PINWM etc;
  - c. local organisations involved in the administration of justice such as the Judiciary/Tribunals and the Police;
  - d. Birmingham Trainee Solicitors Group and Birmingham Solicitors Group;

- e. Pro bono groups and charities.
7. We continuously consider providing services that benefit our members.

## **2. Governance of Birmingham Law Society**

Birmingham Law Society is a company limited by guarantee. Until 27 April 2010 the corporate governance of the Society was managed by Council and the Officers of the Society. In 2010 it was decided to separate the strategic operational arm of the Society by forming a Board of Directors whose responsibility it is to oversee and develop a robust and resilient business within the context of the day to day challenges. The President of the day is ex officio on the Board. The immediate Past President is also an ex officio of the Board.

The Officers, who are the ambassadors of the Society, have the day to day responsibility alongside the office team and Council to ensure that the strategies and policies of BLS are implemented.

## **3. Officers**

Birmingham Law Society's five office-holders are: the President, Vice-President and Deputy Vice-President and two Joint Honorary Secretaries. All appointments are subject to Council approval. The President, Vice-President and Deputy Vice-President each hold office for a year, running from the AGM in April. The Deputy Vice-President is elected by the Council by ballot, and succeeds as Vice-President in the following year and as President in the year after that subject to confirmation by Council.

### **3.1 President of Birmingham Law Society - Role Description**

#### **Purpose of the role**

- To champion and lead BLS.
- To represent BLS to all external agencies/bodies.
- To be an ambassador for the legal profession and BLS.
- To lead the Council of BLS.

#### **Key tasks**

[In addition to the key tasks of a Council member]

- To communicate with the legal profession and, in particular, with members of BLS Council.
- To be spokesperson for BLS.
- To represent BLS on ceremonial occasions.
- To build effective relationships with influential external bodies.
- To meet with sponsors and forge links with potential sponsors.
- To chair Council meetings.
- To chair the monthly Officers' meetings.
- To build effective working relationships between the office-holders, Council Members, and Chairs of Committees.
- To attend Board meetings ex officio and to build effective working relationships with the Chair of the Board and the Directors.

### **3.2 Vice-President of Birmingham Law Society - Role Description**

#### **Purpose of the role**

- To assist the President in all his or her functions, and to deputise for the President when necessary.
- To undertake such other responsibilities as may be delegated by the Council or the President.

#### **Key tasks**

[In addition to the key tasks of a Council member]

- To chair the think-tank, a group of Council members and Society members chosen by the Vice President to consider policy and the topical issues presenting to the Society.
- To build effective working relationships with Council members and the Chair of the Board and Directors of the Board.

### **3.3 Deputy Vice-President of Birmingham Law Society–Role Description**

#### **Purpose of the role**

- To assist the President and Vice-President in all their functions and to deputise when necessary.
- To undertake such other responsibilities as may be delegated by the Council or the President.

#### **Key tasks**

[In addition to the key tasks of a Council member]

- To build effective working relationships with Council members.

### **3.4 Honorary Joint Secretary of Birmingham Law Society–Role Description**

#### **Purpose of the role**

- To be responsible for ensuring support for the President and Council.
- To undertake and assist the BLS office in making the arrangements for the AGM, any EGMs and Ordinary Meetings of Council
- To assist the President, Vice-President and Deputy Vice-President at the meetings of the Officers
- To ensure that the Society works within the remit of the Articles of Association

#### **Key Tasks**

[In addition to the key tasks of a Council Member}

- To provide secretarial support for Council meetings, ensuring the agenda and meetings are produced on time.
- To provide support for the AGM and any EGMs.
- To provide secretarial and administrative support for the Officers' meetings.
- To liaise with Birmingham Law Society staff, where appropriate.
- To attend other associated meetings, where possible, for example, Joint V meetings etc.

- To plan the annual cycle of Council and Officers' meetings with the President, Vice President and Deputy Vice President.
- To work co-operatively with the other Honorary Joint Secretary, to share the work load, and ensure that cover is provided for the above tasks and duties.
- To provide any written reports as requested by the President.

## **4. Council**

### **4.1 Council's function**

The Society's Articles of Association (included at Appendix One) provide that the Council shall be responsible for ensuring the Society runs its business in pursuance of its objects in accordance with terms of reference agreed between the Board and the Council from time to time.

The Council shall also decide Birmingham Law Society's position on major policy issues.

### **4.2 Council Member Role Description**

- To contribute to Birmingham Law Society achieving its objectives (as set out in the Articles of Association) through good governance and high quality, timely policy decision-making.
- To keep themselves informed of and up to date with members' interests.
- To represent the views and interests of Birmingham Law Society members to the Society (for example, in discussions at Council meetings, by feeding into consultation responses etc).
- To keep themselves informed of Birmingham Law Society's work and current issues.
- To communicate with members about Birmingham Law Society's work.
- To promote Birmingham Law Society events and initiatives to members and encourage member participation and engagement.
- To be in a position to devote the necessary time to their work as Council members.
- To attend Council meetings (and other meetings, as appropriate) regularly; if absence from a meeting is unavoidable, to inform the responsible staff member in advance.
- To prepare for meetings and participate fully in decision making.
- To contribute to the Council's work outside meetings, including through e-mail and discussion forums.
- To perform an ambassadorial and advocacy role for Birmingham Law Society.
- To work constructively with other Council members and staff.
- To engage proactively with the activities of Birmingham Law Society where appropriate, for example, through committee membership.
- To have an appropriate sense of stewardship of Birmingham Law Society's assets and to be vigilant when considering proposals for expenditure to ensure that the proposal is financially viable.

The Society encourages the active engagement of Council members in its meetings and business. The Officers will review attendance of Council members and where a Council member has not attended three consecutive monthly Council meetings the articles provide for them to be removed from Council. It is common for Council members to have passed through a contested election and in such circumstances it is important that those selected by Council actively contribute for the benefit of the Society.

## 5. Board of Directors

All Directors of the Board are appointed and approved by Council for a period of 12 months renewable at the discretion of Council for up to three years. Any Director wishing to stand for re-election after three years may do so. The Board reserves the right, subject to approval by Council, to appoint further Directors to the Board, if it feels necessary, for the smooth running of the business of the Society.

The Board meets 10 times a year, and in the event of urgent business matters the Board may call an Extraordinary Board meeting.

Currently the Board consists of a Chairperson, Vice Chair and other Directors in the following roles:-

- Finance Director
- Marketing and Sponsorship Directors
- Learning and Development/ Education and Training Director
- Membership Director
- IT Director
- Special Projects Director

Each year the structure of the Board is reviewed to assess the strategic and business needs of the Board to effectively meet the operational requirements of the Society.

A copy of the Birmingham Law Society Board Business Plan is available from the Head of Operations upon request.

## 6. Staff

Birmingham Law Society employs four members of staff. The team consists of:

- Rebecca Lynch, Head of Operations – [becky@birminghamlawsociety.co.uk](mailto:becky@birminghamlawsociety.co.uk)

Rebecca's primary role is to manage the team of staff and promote the business of Birmingham Law Society, working together with the Officers and the Board. The Head of operations also sits ex officio in Council meetings and on the Board. Rebecca is also responsible for managing all of the Society's social events, including the annual legal awards dinner. Rebecca reports to the Chair of the Board.

- Denise Harnett, Training and Events Executive – [denise@birminghamlawsociety.co.uk](mailto:denise@birminghamlawsociety.co.uk)

Denise's primary role is to develop and manage the Learning and Development/ Social events function for Birmingham Law Society, in order to provide quality training and events to the legal profession and to ensure that the business is commercial viable. Denise also supports the Head of Operations in day to day business requirements and works closely with the Director with responsibility for Learning and Development

- Johanna Sahi-Proto, Membership Coordinator – [johanna@birminghamlawsociety.co.uk](mailto:johanna@birminghamlawsociety.co.uk)

Johanna's primary role is to deal with the day to day running of the membership and database. Johanna also supports the team with events administration. Johanna works closely with the Membership Director

- Natasha Keen, Administrator – [natasha@birminghamlawsociety.co.uk](mailto:natasha@birminghamlawsociety.co.uk)

Natasha's primary role is credit control, general administration and administration of events supporting the rest of the team.

## **7. Committees**

Birmingham Law Society has a number of committees, which bring together members who have a common interest in a particular practice area or topic linked to the legal profession. The committees carry out a significant amount of work on behalf of the Society and are a key way in which the Society connects with, and represents the interests of, its members.

The current committees are:

- Consultation Committee
- Criminal Law Committee
- Dispute Resolution Committee
- Education and Training Committee
- Equality and Diversity Committee
- Employment Law Committee
- Family Law Committee
- International Committee
- Membership Committee
- Personal Injury Committee
- Pro Bono Committee
- Property and Development Committee
- Student Committee

Details of committee chairs and members can be found on the Birmingham Law Society website and are appended to the agenda for each Council meeting.

### **7.1 Committee Provisions**

Committees are expected to adhere to the following provisions.

- Each committee should meet at least six times a year.
- It is good practice for the committee to set terms of reference detailing its scope and objectives. These may be updated by the committee as it deems necessary. Amended terms of reference should be shared with Council by way of a written update at the next Council meeting.
- Each committee should be managed by at least a Chair and a Vice Chair
- Committees are encouraged to appoint a committee secretary to take minutes of meetings, prepare meeting agendas in consultation with the Chair and Vice-Chair, keep committee membership and mailing lists updated etc.
- Committees should consider contributing to the Society's Learning and Development programme by putting on events such as conferences and courses which will be of interest to members and will generate income for the Society. Suggestions for Learning and Development events, suitable speakers and topics should be discussed with the Professional Services Executive in the first instance.
- Committees are encouraged to consider inviting guest speakers to committee meetings.

- Committees should keep under review and promote to members changes in practice area/substantive law.
- Committee members are expected to:
  - raise the profile of BLS and the committee wherever possible;
  - forge closer links with external organisations, courts, tribunals etc;
  - support any request from the BLS Bulletin and/or staff for material/articles;
  - respond to all relevant consultation papers; and
  - assume responsibility for at least one project each year; and
  - support BLS events.

## 8. Committee Chair – Role Description

### Key tasks

- Identify agenda items for committee meetings
- Oversee recruitment of new committee members and ensure that there is a good mix of experience (i.e., types of practice area and size of firm, level of qualification) represented on the committee
- Ensure good attendance and manage non-attendance at committee meetings
- Identify whether there are outside organisations with which it would be relevant and appropriate to establish closer links
- Assign responsibilities/tasks to committee members
- Act as the main point of contact for BLS staff, Officers, Council members and Directors
- Provide active programme for members which should include seminars, workshops, events and articles  
Submit minutes of each committee meeting to the BLS office promptly after each committee meeting for circulation with Council papers and to add to website.
- Organise at least six committee meetings each year and keep the BLS office informed of dates.
- Provide reports to Council at the request of the President.
- Organise responses to consultation papers. Liaise with the Professional Services Manager on events, seminar and conferences ideas.
- Prepare a report for the Annual Report once a year in January.

Committee Chairs have the option to be co-opted onto Council. Where Chairs are co-opted they are expected to attend Council meetings on a regular basis.

Where a Chair chooses not to be co-opted onto Council, they will be expected to attend at least one Council meeting each year at the invitation of the President to report on the committee's activities.

Chairs shall be required to stand for re-election each year (voting shall be by way of the relevant committee) and this will be the subject of approval by Council

Chairs will be required to step down at the end of a three-year term (unless there is no replacement for the Chair, whereupon the term shall continue a year by year basis)

## **9. Representatives**

Representatives are ambassadors from member firms and chambers with whom the Board, Officers and staff of Birmingham Law Society can liaise concerning events and issues arising.

The main role of a BLS representative is to promote the Society and its activities to colleagues within their firm. This may involve:

- encouraging colleagues to attend BLS events;
- ensuring details of upcoming BLS events are promoted via appropriate internal communications (on desktops, intranet etc);
- bringing events that are likely to be of interest to particular colleagues to their attention (for example, making sure the property team is aware of upcoming property seminars); and
- coordinating the firm's participation at some BLS events (e.g., getting together quiz teams, teams for sporting tournaments etc).
- Assisting the Society to identify newly qualified Solicitors and Barristers retained by their firm/chambers.

Representatives are invited to meet with the BLS President and Officers twice a year at an informal networking event, where they are asked to give their feedback on the Society's current offering and suggest ideas for future BLS events and initiatives. Representatives provide both a useful point of contact for BLS and also act as an ambassador for their organisation.

The role of representative is particularly suitable for junior to mid-level fee earners.

## **10. Protocol for Consultation Papers**

As set out in our mission statement, Birmingham Law Society represents the professional interests of our members by direct representations and lobbying to Government, the SRA, The Law Society and other organisations; by engaging in consultations; and by making use of the media.

Members are encouraged to contribute to consultation responses submitted by the Society and committees are expected to respond to consultations within their practice area.

The Chair of the Consultation Committee and the BLS office need to be informed by e-mail of any consultation papers in the pipeline. It is the responsibility of committee chairs to ensure that this happens.

Draft consultation responses need to be approved by the President and should be e-mailed to the President, preferably seven days before the consultation deadline, copying in the Chair of the Consultation Committee and the BLS office.

Once approved by the President, consultation papers will be submitted from the BLS office with the President's name/signature.

## **11. Responsibility for this Guide**

The BLS Head of Operations has responsibility for ensuring that this document:

- disseminated to new Directors, Officers, Council members and committee chairs at the time of their appointment;

- reviewed and updated on an annual basis;
- circulated to existing Directors, Officers, Council members and committee chairs at least once every two years.

It is the responsibility of the BLS Officers to assist the Head of Operations with updating the content of this document.

**Appendix One**

**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 27 January 2016.**

Registered number: 00005188

# **Articles of Association**

## **Interpretation and Limitation of Liability**

### **Definitions**

1. In these Articles:

<b>“Approved regulator”</b>	means the SRA, Bar Council, ILEX Professional Standards Board and any other Approved Regulator under the Legal Services Act 2007 which shall be approved by Council
<b>“Affiliate Member”</b>	means any legal practitioner or student 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>“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>“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 Birmingham Area”</b>	means the City of Birmingham and the surrounding area
<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>“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 8
<b>“the Council”</b>	means the committee established under Article 44
<b>“Deputy Vice President”</b>	means any person appointed as such pursuant to Article 92.3
<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 12
<b>“Honorary Secretaries”</b>	means any person appointed as such pursuant to Article 92.4
<b>“Lawyer”</b>	means any of the persons defined in Articles 6.1 to 6.5 and any other person of equivalent status as approved by Council
<b>“Member”</b>	means any Member for the time being of the Society pursuant to Article 9
<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 92
<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 92.1
<b>“Professional Committee”</b>	means a committee established by the Council under Article 46 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
<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>“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 92.2
<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 Birmingham 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 respond to consultations, 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, and to make charges for the user thereof or to allow the user thereof gratuitously.
- 3.7 To arrange and promote social events for the benefit of members and their guests, and generally to promote the interests of the Society.
- 3.8 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,
- 3.9 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.
- 3.10 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,
- 3.11 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:

- 3.12 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.
- 3.13 To promote information on legal subjects by lectures, discussions, books, correspondence with public bodies and individuals or otherwise.
- 3.14 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.
- 3.15 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.
- 3.16 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.
- 3.17 To do all such other things as are incidental or conducive to the attainment of the above objects.
- 3.18 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 practising or working in the Birmingham area 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 any barrister;
  - 6.4 any Fellow of the Chartered Institute of Legal Executives;
  - 6.5 any registered foreign or European lawyer who is regulated by an Approved Regulator;
  - 6.6 any lawyer holding a legal appointment or teaching law; and
  - 6.7 any other lawyer approved by the Council;
  - 6.8 any person who is in a senior position of an organisation providing legal services who is approved by Council.
7. The following persons who do not fall within the criteria for Full Membership set out in Article 6 and who are practising or working, or in the case of students, in a place of education, in the Birmingham area shall be eligible to become Affiliate Members of the Society;
- 7.1 Trainee Solicitors, Pupil Barristers and Paralegals working for a firm of solicitors or barristers' chambers ;
  - 7.2 Foreign lawyers who are not regulated by an Approved Regulator (subject to provision of credentials which are acceptable to the Council);
  - 7.3 Students taking undergraduate or post-graduate law degrees;
  - 7.4 Students undertaking the Common Professional Examination or Legal Practice Course;
  - 7.5 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).
  - 7.6 Paralegals who are qualified through education and training to perform substantive legal work that requires knowledge of the law and procedures and who is not a qualified solicitor or barrister or legal executive. Paralegals may work for, or be retained by solicitors within the legal profession or they may work within a legal environment within commerce, industry or the public sector. Paralegals applying for membership must have their work certified as substantial legal work by a solicitor or other person qualified to assess the work as legal and substantial;
  - 7.7 Other persons who to the satisfaction of Council , are actively involved in supervising or managing legal services.

8. The Council may also make arrangements under which some or all of the lawyers practising or working in the Birmingham area who are members or employees of, or partners in, a firm of solicitors, barrister's chambers, or in a company, Limited Liability Partnership or other business structure 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.
9. 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.
10. Only Full Members shall be eligible to vote
11. 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**

12. 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.
13. Honorary Members shall not sign an application for membership of the Society but may be invited by the Council to sit on the Board, the Council or on any committee and to give to the Society their advice and assistance.
14. 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**

15. 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.
16. 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.

17. 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.
18. 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**

19. Membership shall not be transferable and every Member shall cease to be a Member on the happening of any of the following events:
  - 19.1 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;
  - 19.2 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);
  - 19.3 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.
  - 19.4 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.
  - 19.5 If the annual subscription payable by the Member is unpaid for a time specified in Article 16 the Member in question shall cease to be a Member with effect from that date.

20. 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**

21. 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.
22. The business of the Annual General Meeting is:
  - 22.1 the consideration of the Society's annual report (if any);
  - 22.2 to receive the annual accounts of the Society;
  - 22.3 to elect members of the Council for the ensuing year in place of those retiring and for the purpose of filling existing vacancies;
  - 22.4 the fixing of the remuneration, and the appointment and removal of, the Society's auditors; and
  - 22.5 to transact any other business specified in the notice convening the meeting.
23. 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**

24. 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.
25. Provided that a General Meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in Article 24, 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).
26. 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**

27. All business shall be deemed special that is transacted in a General Meeting other than an Annual General Meeting.
28. No business shall be transacted at any General Meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 Full Members present in person or by proxy shall be a quorum at a General Meeting.
29. 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 Full Members present shall be a quorum.
30. 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 Full Members present shall choose one of their number to be chairman.
31. 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.
32. 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:

32.1 by the chairman; or

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

32.3 by a Full 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.

33. 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.
34. Except as provided in Article 36, 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.
35. 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.
36. 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.
37. 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**

38. Every Full Member present in person or by proxy shall have one vote whether on a show of hands or on a poll vote,
39. No Member, other than a Full 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.
40. 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 Full 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[ ]."

41. 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 Full 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.

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.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [ ] day of [ ] 20[ ]."

42. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

42.1 be deposited at the Office in relation to the meeting at least 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

42.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

42.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director prior to the poll being taken;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **The Council**

### **Functions of the Council**

44. The Society shall establish and maintain a committee known as the Council.
45. The Council shall be responsible for ensuring the Society runs its business in pursuance of its objects in accordance with terms of reference agreed between the Board and the Council from time to time.
46. The Board shall delegate to the Council the following functions:
- 46.1 the appointment and termination of Members and the approval of any Member subscription fee or levy in accordance with the provisions of these Articles;
  - 46.2 the appointment and, where necessary, the removal of Directors in accordance with any relevant provisions of these Articles;
  - 46.3 the appointment of the Chair of the Board;
  - 46.4 the appointment and, where necessary, the removal of all Committee chairs in accordance with any relevant provisions of these Articles;
  - 46.5 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;
  - 46.6 the establishment of Professional Committees consisting of such persons and on such terms as the Council shall determine from time to time;
  - 46.7 all such other things as are delegated to the Council under these Articles.
47. For the avoidance of doubt, any alteration, amendment, revocation or rescission of Article 44 or Article 46 shall be deemed to constitute a variation of the rights attached to each class of Member.
48. 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.
49. The Council of the Society shall consist of:

- 49.1 ex-officio members including:
- 49.1.1 the President;
  - 49.1.2 the Vice President;
  - 49.1.3 the Deputy Vice President;
  - 49.1.4 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 61 and 64) if he shall have been a member of the Council for a continuous period of 3 years immediately following his retirement as President;
  - 49.1.5 not more than 2 Honorary Secretaries;
  - 49.1.6 such of the members as are for the time being members of the Council of TLS and elected to represent the constituency which includes the City of Birmingham;
- 49.2 any Honorary Members who may be invited to sit on the Council as provided in Article 13;
- 49.3 the Directors of the Society from time to time;
- 49.4 15 Ordinary Members elected pursuant to Article 55.

50. Subject to Articles 49.2, 51 and 52, no person shall be a member of the Council who is not a Full Member.
51. 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. Co-optees are appointed for a period of time from one AGM to the following AGM and may be re-appointed subject to the approval of Council.
52. Co-optees appointed under Article 51 shall be treated as Council members in all respects.

### **Ordinary Members**

53. At each Annual General Meeting there shall retire from office as Ordinary Members of the Council at the conclusion of such meeting:
- 53.1 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;
  - 53.2 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;
  - 53.3 those Ordinary Members who have been members of the Council for more than four years without being re-elected;

- 53.4 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;
54. Ordinary Members who become ex-officio members of the Council under Article 102 shall be included as members of the Council going out of office for the purpose of calculating how many members shall retire under Article 58.4 in order to make up the total number of members vacating or going out of office to seven.
55. At each Annual General Meeting there shall be elected such number of Full Members as may be necessary to make up the number of Ordinary Members of the Council to fifteen.
56. Subject to Article 58 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.
57. The retiring Ordinary Members of the Council other than those (if any) nominated by the Council under Article 54 shall be ineligible for re-election until the Annual General Meeting next following that at which they retire. Subject to Article 58 retiring Officers and ex-officio members shall be eligible immediately for election as Ordinary Members.

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

58. Notwithstanding the provisions of Articles 56,57 and 59 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 53.
59. No person other than a member of the Council nominated for re-election under Article 56, 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.
60. 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 Full Members present in person or by proxy. In the case of an equality of votes the chairman shall have a second or casting vote.
61. A member of the Council shall cease to be a member of the Council and shall vacate any office held by him if:-

- 61.1 he shall (without leave of absence from the President) be absent from three consecutive meetings of the Council, and if the Council shall resolve that such member do retire from the Council (by a 75% majority of Council Members present and voting);
  - 61.2 (save for member of Council appointed pursuant to Articles 49.2, or 51) he shall cease for any reason to be a Full Member;
  - 61.3 he shall give to the Council notice in writing of his intention to retire;
  - 61.4 he is declared bankrupt or makes any arrangement or composition with his creditors;
  - 61.5 he becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;
  - 61.6 he is suspended from practice or struck off the rolls;
  - 61.7 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.
62. 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**

- 63. 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.
- 64. 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.
- 65. 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.
- 66. 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.
- 67. 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.
- 68. 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**

- 69. Unless otherwise determined by a General Meeting, the Board shall consist of a minimum of four Directors.

70. 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 will be deemed to be an observer of the Board enabling him to actively participate in discussions of the Board but having no voting rights. Such appointment of the President cannot be revoked by the board, and he may attend any meeting of the Board.

## **Powers of the Board**

71. 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.
72. 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**

73. The office of a Director shall be vacated if the Director:
- 73.1 dies;
  - 73.2 becomes bankrupt or makes any arrangement or composition with his creditors;
  - 73.3 becomes, in the opinion of the Council, incapable of managing his own affairs because of mental disorder, illness or injury;
  - 73.4 by notice in writing to the Society, he resigns from office;
  - 73.5 ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
  - 73.6 is suspended from practice or struck off the Roll;
  - 73.7 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;
  - 73.8 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;

- 73.9 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;
- 73.10 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
- 73.11 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**

74. 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.
75. Directors shall be appointed on such terms as the Council shall determine from time to time.
76. 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 74 shall be suspended for that period in respect of any vacancy filled by the Board pursuant to this Article 76.

## **Proceedings of the Board**

77. 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.
78. 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.
79. The Chairman is appointed by the Council pursuant to Article 46.3 and will serve for a fixed term of three years.
80. 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.
81. 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.

82. 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.
83. 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.
84. 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:**

85. Subject to Article 44, the Board may:-
  - 85.1 establish Committees, including Business Committees, which consist of those persons the Board decide;
  - 85.2 delegate to such a Committee any of its powers; and
  - 85.3 revoke a delegation at any time.
86. Subject to Article 44, the members of a Committee are to be appointed by the Board to hold office for whatever period the Board decides.
87. The Board must determine the quorum for each Committee it establishes.
88. The Board must specify the financial limits within which any Committee may function.
89. Every Committee must:-
  - 89.1 ensure that its proceedings and decisions are reported to the Board as soon as possible; and
  - 89.2 appoint a secretary with responsibility for making the reports to the Board.
90. 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.
91. 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**

92. At the last meeting of the Council before the Annual General Meeting the Council shall appoint from amongst its members the following Officers namely:-
  - 92.1 a President;
  - 92.2 a Vice President;
  - 92.3 a Deputy Vice President; and
  - 92.4 not more than two Honorary Secretaries.
93. 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.
94. 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.
95. 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.
96. 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.
97. Pursuant to Article 49 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**

98. 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.
99. Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
  - 99.1 two Directors;
  - 99.2 one Director and the Secretary; or

99.3 in any other manner the Board authorises.

## **Accounting Records**

100. The Board shall cause proper accounting records to be kept in accordance with Section 386 of the Companies Act 2006 and with respect to:

100.1 sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;

100.2 sales and purchases of goods or services by the Society; and

100.3 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.

101. 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.

102. 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**

103. 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.

104. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## **Notices**

105. 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.

106. 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.

107. 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.

108. Notice of every General Meeting shall be given in the manner hereinbefore authorised to:

108.1 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

108.2 the Auditor or Auditors for the time being of the Society.

No other persons shall be entitled to receive notices of General Meetings.

## **Indemnity**

109. No officer or employee is to be liable for losses suffered by the Society except those due to their own dishonesty or gross negligence.

110. 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:

110.1 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

110.2 he/she is acquitted; or

110.3 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**

111. Subject to Article 119:

111.1 the Board may from time to time make standing orders for the proper conduct and management of the Society; and

111.2 the Society in General Meeting may alter, add to or repeal the standing orders.

112. The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.

113. Standing orders are binding on all Members and Directors.

114. No standing order may be inconsistent with or may affect or repeal anything in these Articles.