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THE BIRMINGHAM LAW SOCIETY

(Registered company number: 00005188)

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

HIGGS^{LLP}

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BIRMINGHAM LAW SOCIETY (the "Society")

(Adopted by special resolution passed on _____)

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

AGM: means the Annual General Meeting of the Society;

Articles: means the Society's articles of association for the time being in force and 'Article' refers to a particular Article;

the Birmingham Area: means the City of Birmingham and the surrounding area;

BSB: means the Bar Standards Board and any successor body from time to time;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Chair: means the Chair of the Directors from time to time appointed under Article 17;

Clear days: in relation to a period of notice means a period of days not including the day on which notice is given or deemed to be given or the day of the meeting or other event;

Communicate: includes both incoming and outgoing communication;

Conflict: means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Society;

Council: means the body established by Article 18;

Council members or Council membership: means the persons elected, co-opted, appointed or otherwise to Council in accordance with the Terms of Reference;

Deputy Vice President: means any person appointed as such pursuant to Articles 19 and 20;

Director: means a Director of the Society and includes any person occupying the position of Director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

Elected Director: has the meaning given in Article 8.6;

electronic form: has the meaning given in section 1168 of the Act;

Electronic Means refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or by any other means while in an electronic form;

Eligible Director: means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 15, any Director whose vote is not to be counted in respect of the particular matter);

Financial Year: means the Society's financial year;

Full Member: means a Member who has been admitted to membership as a Full Member having satisfied the requirements set out in the Terms of Reference and, in the case of a Corporate Member (as defined in the Terms of Reference) shall include the employees, members or partners of that Corporate Member as set out in the Terms of Reference;

Honorary Secretaries: means any person appointed as such pursuant to Articles 19 and 20;

Interested Director: has the meaning given in Article 15;

Member: means a person whose name is entered in the Register of Members of the Society and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles;

the Objects: means the Objects of the Society as defined in Article 2;

Office: means the registered office of the Society;

the Officers: means the President, Vice-President, the Deputy Vice President and the Honorary Secretaries;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a Director's meeting, has the meaning given in Model Article 10;

place: means in relation to General Meetings (where the context so admits) any suitable place within the City of Birmingham;

President: means any person appointed as such pursuant to Articles 19 and 20;

Professional Committees: means a committee established by Council under Article 18.3.3 to consider such legal professional issues relevant to their remit;

proxy notice: has the meaning given in Model Article 31;

Secretary: means the Honorary Secretaries or any person appointed as such by Articles 19 and 20;

special resolution: has the meaning given in section 283 of the Act;

the Society: means the company known as The Birmingham Law Society;

SRA: means the Solicitors Regulation Authority and any successor body from time to time;

subsidiary: has the meaning given in section 1159 of the Act;

Terms of Reference: means the terms of reference as adopted from time to time by which Council will fulfil its objectives as set out in Article 18.2, such Terms of Reference being in the form set out in Article 18.5;

TLS: means the Law Society of England and Wales and any successor body from time to time;

Vice-Chair means the vice-chair of the Directors appointed under Article 17;

Vice President: means any person appointed as such pursuant to Articles 19 and 20;

Virtually means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place;

writing: means 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; and

Written Resolution has the meaning given in section 288 of the Act.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.5 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.6 The Articles are to be interpreted without reference to the Model Articles except as expressly stated.

2. **Objects**

2.1 The objects for which the Society is established are:

2.1.1 to support and protect the character, status, and interests of the legal profession generally, and particularly of Members practicing law in the Birmingham Area;

2.1.2 to promote honourable practice, to repress malpractice, to settle disputed points of practice, and to decide all questions of professional usage or courtesy between or among legal professionals, and particularly as between Members of the Society;

2.1.3 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, BSB, 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;

2.1.4 to, as considered appropriate by the Directors, 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 Directors shall determine from time to time, and for any or all those purposes to make rules, regulations and byelaws and to impose fines and forfeits;

2.1.5 to arrange and promote social events for the benefit of Members and their guests, and generally to promote the interests of the Society;

2.1.6 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; and

2.1.7 to promote information on legal subjects by lectures, discussions, books, correspondence with public bodies and individuals or otherwise.

3. **Powers**

3.1 In pursuance of the Objects set out in Article 2, the Society has the power to:

- 3.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Society;
- 3.1.2 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;
- 3.1.3 borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Society's property and assets;
- 3.1.4 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;
- 3.1.5 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;
- 3.1.6 provide rooms and other facilities for the holding and conducting of meetings, and to make charges for the use thereof or to allow the use thereof gratuitously;
- 3.1.7 invest and deal with the funds of the Society not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.1.8 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.1.9 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;
- 3.1.10 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to

receive money on deposit or loan upon such terms as the Society may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

- 3.1.11 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the principal object in any way;
- 3.1.12 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society and to contract with any person, firm or company to pay the same;
- 3.1.13 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.14 provide and assist in the provision of money, materials or other help;
- 3.1.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.16 incorporate subsidiary companies to carry on any trade;
- 3.1.17 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;
- 3.1.18 carry on business as a general commercial company; and
- 3.1.19 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects set out in Article 2.

4. Application of Income

- 4.1 The income and property of the Society from wherever derived shall be applied solely in promoting the Society's Objects.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise.
- 4.3 No Director shall be appointed to any salaried office of the Society or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Society to any Directors except as described in Article 4.4.
- 4.4 Nothing in these Articles shall prevent any payment in good faith by the Society of:

- 4.4.1 reasonable and proper remuneration to any Member, Director, officer, advisor, agent, contractor or consultant of the Society for any services rendered to the Society;
- 4.4.2 reasonable and proper remuneration to a Director who is also the Chief Executive Officer of the Society in relation to their employment as Chief Executive Officer;
- 4.4.3 any interest on money lent by any Member or any Director at a reasonable and proper rate;
- 4.4.4 reasonable and proper rent for premises demised or let by any Member or Director;
- 4.4.5 reasonable out-of-pocket expenses properly incurred by any Director; or
- 4.4.6 any honorarium for a Director as determined by the Directors in their absolute discretion, from time to time; or
- 4.4.7 an indemnity to the extent authorised by the Act and as permitted by Article 30; or
- 4.4.8 an indemnity insurance premium to the extent permitted by Article 30.

5. **Winding Up**

On the winding-up of the Society, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Society. Such body to be determined by resolution of the Members at or before the time of winding up and, subject to any such resolution of the Members, the terms for the transfer may be made by resolution of the Directors at or before the time of winding up.

6. **Limited Liability**

The liability of Members is limited.

7. **Guarantee**

7.1 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

- 7.1.1 payment of the Society's debts and liabilities contracted before he ceases to be a Member,
- 7.1.2 payment of the costs, charges and expenses of the winding up, and
- 7.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

8. The Directors

- 8.1 The Directors have control of the management and administration of the Society and its property and funds.
- 8.2 Unless otherwise determined by ordinary resolution, the Directors shall be at least three and not more than nineteen individuals over the age of eighteen, all of whom must support the Objects and be subject to the automatic termination provisions under Article 8.12.
- 8.3 If the number of Directors falls below three the remaining Directors may only act to appoint further Directors as required in accordance with Article 8.7, to circulate a Written Resolution to the Members, admit persons to Membership of the Society and/or call a general meeting.
- 8.4 In respect of those Directors in office on the date of adoption of these Articles (“the **Initial Directors**”), half of the Initial Directors (in each case rounded up to the nearest whole number) shall retire at the AGM next following the date of adoption of these Articles and half at the AGM thereafter. The retirements of the Initial Directors shall be in order of their appointment with the longest serving Initial Directors retiring first. Subsequent terms, whether they follow on continuously from a previous term or not, will be subject to the limits in Articles 8.10 and 8.12.
- 8.5 Aside from the Initial Directors, the board of Directors will include the following:
- 8.5.1 the President;
 - 8.5.2 Vice President;
 - 8.5.3 Deputy Vice President;
 - 8.5.4 the Finance Director;
 - 8.5.5 the Chief Executive Officer; and
 - 8.5.6 up to 12 other Directors.

Elected Directors

- 8.6 The Members may elect a person, by simple majority, who is willing to be a Director and is eligible under Article 8.2. Such persons are referred to in these Articles as “**Elected Directors**”.

Appointed Directors

- 8.7 The Directors may at any time appoint any individuals who are eligible under Articles 8.2 as a Director to fill a vacancy in their number or as an additional Director.

8.8 Directors appointed under Article 8.7 shall retire at the next AGM next following their appointment but shall be eligible for election as an Elected Director.

Ex-officio Director

8.9 The Ex-officio directors shall be as follows:

8.9.1 the Society's Chief Executive Officer shall become a Director from the date they commence that role and (subject to the provisions in Article 8.12) shall continue as a Director until they cease to carry out that role;

8.9.2 the President, Vice-President and Deputy Vice-President shall become Directors on appointment to those roles and (subject to the provisions in Article 8.12) shall continue as a Director until they cease to carry out those roles.

Terms of Office

8.10 Other than the Initial Directors, Ex-officio Directors and Directors appointed under Article 8.7, a Director shall be elected for a term of office of three years.

Re-election

8.11 A retiring Elected Director who is eligible under Article 8.2 may be re-elected, provided that no Director shall serve for more than three consecutive terms, unless:

8.11.1 the retiring Director has a period of absence of at least one calendar year; or

8.11.2 the Directors consider it would be in the best interests of the Society for a particular Director to continue to serve without the period of absence referred to in Article 8.11.1; and

in either case, the retiring Director may be re-elected for a further term of office of three years.

Termination

8.12 A Director's term of office as such automatically terminates if they:

8.12.1 reach the end of their term of office in accordance with Articles 8.10 and 8.11;

8.12.2 are suspended from practice or struck off the Roll;

8.12.3 are disqualified under the Act from acting as a Director;

8.12.4 are (in the opinion of the Directors) incapable, whether mentally or physically, of managing their own affairs;

8.12.5 die;

- 8.12.6 are absent without notice from three consecutive Directors' meetings held no more frequently than one a month and is asked in writing by a majority of the other Directors to resign;
 - 8.12.7 resign by written notice to the Directors;
 - 8.12.8 are convicted of an offence which is likely to bring the Society into disrepute and the Directors resolve (by a 75% majority of Directors present and voting) that they should cease to be a Director;
 - 8.12.9 in light of conduct deemed to be prejudicial to the Society, are removed by the Directors on a vote passed by at least 75% of the other Directors. Provided that the views of the Director in question have been invited and any such views have been considered at the meeting;
 - 8.12.10 being the Chief Executive Officer, cease to act in that role;
 - 8.12.11 being the President, Vice-President or Deputy Vice-President, cease to act in that role;
 - 8.12.12 are removed by ordinary resolution of the Society pursuant to the Act;
 - 8.12.13 has, directly or indirectly, a material interest in a contract with the Society and fails to disclose the nature of their interest in the manner required by the Act.
- 8.13 A technical defect in the election of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 8.14 The election of Directors shall be undertaken by the Members in accordance with Article 8.6 but the process of election shall be conducted in accordance with such procedures as may be specified by the Directors from time to time.

9. **Calling a Directors' Meeting**

- 9.1 Any Director may call a Directors' meeting by giving not less than two Business Days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the secretary (if any) to give such notice.
- 9.2 Notice of a meeting of the Directors may be given to a Director personally or by word of mouth or sent in writing to them at their last known postal or email address or any other postal or email address given by them to the Society for this purpose.
- 9.3 A Director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Directors' meeting.

10. **Quorum for Directors' Meetings**

- 10.1 No decision may be made by a meeting of the Directors unless a quorum is present at the time when the decision is made.

- 10.2 Subject to Article 10.3, the quorum for the transaction of business at a meeting of Directors is any three Eligible Directors or one third of the Directors (rounded up to the nearest whole number), if greater.
- 10.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 15 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 10.4 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 10.4.1 to admit further persons to Membership of the Society;
 - 10.4.2 to appoint further Directors; or
 - 10.4.3 to call a general meeting so as to enable the Members to appoint further Directors.

11. **Attendance and Voting at Directors' Meetings**

- 11.1 A meeting of the Directors may be held in such a way as may be agreed by the Directors, provided all participants may Communicate with all the other participants simultaneously. This may include:
- 11.1.1 physical meetings where all participants are present in the same room;
 - 11.1.2 virtual meetings where all participants access the meeting Virtually;
 - 11.1.3 hybrid meetings where some participants attend physically and some attend Virtually;
 - 11.1.4 satellite meetings where there are two or more physical venues linked Virtually and all participants are physically with at least one other participant.
- 11.2 Where a Directors' meeting is being held Virtually (whether fully Virtually or partly Virtually) and there is a failure in the technology such that one or more participants is unable to Communicate with the other participants, those participants who are still able to participate fully must check whether the meeting is still quorate. If the meeting is not quorate, or it is unclear whether the meeting is quorate, and the ability for all participants to Communicate is not re-established within 10 minutes, the Directors must adjourn the meeting. If the meeting is still quorate, the Directors may either continue the meeting or adjourn it.
- 11.3 For the purposes of this Article 11, 'present' includes Directors who are participating in the meeting by any of the means permitted by Article 11.1.
- 11.4 Any issue may be determined by a simple majority of the votes cast at a meeting, but a Written Resolution agreed by all the Directors (other than any Director who is not an Eligible Director) is as valid as a resolution passed at a meeting provided that the number of Eligible Directors is equal to or exceeds the number set as a

quorum for a meeting of the Directors in accordance with Article 10. For this purpose the resolution may be contained in more than one document.

12. **Casting Vote**

- 12.1 If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chair or other Director chairing the meeting has a casting vote.
- 12.2 Article 12.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or other Director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

13. **Observers**

- 13.1 The Directors may allow individuals who are not Directors to attend Directors' meetings as observers on whatever terms the Directors decide.
- 13.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.
- 13.3 The Directors may exclude the observers from any part of a Directors' meeting where the Directors consider the business is private.
- 13.4 The Directors must exclude an Observer from any Directors' meeting at which a possible personal benefit to them is being considered.

14. **Records of Decisions to be Kept**

- 14.1 Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.
- 14.2 The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Society and of the Directors and all business transacted of such meetings and any such minutes of any meeting, if purporting to be signed by the Chair 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.

15. **Directors' Conflicts of Interest**

- 15.1 The Directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 15.2 Any authorisation under this Article 14 shall be effective only if:
 - 15.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions

- of these Articles or in such other manner as the Directors may determine;
- 15.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 15.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 15.3 Any authorisation of a Conflict under this Article 15 may (whether at the time of giving the authorisation or subsequently):
- 15.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 15.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 15.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - 15.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 15.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Society) information that is confidential to a third party, he shall not be obliged to disclose that information to the Society, or to use it in relation to the Society's affairs where to do so would amount to a breach of that confidence; and
 - 15.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 15.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 15.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 15.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society

for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Society in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

15.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Society:

15.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise (directly or indirectly) interested;

15.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

15.7.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

15.7.4 may act by himself or his firm in a professional capacity for the Society (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;

15.7.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Society is otherwise (directly or indirectly) interested; and

15.7.6 shall not, save as he may otherwise agree, be accountable to the Society for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

16. **Directors' powers**

The Directors have the following powers in the administration of the Society:

16.1 To appoint (and remove) any person (who may be a Director) to act as Secretary in accordance with the Act.

- 16.2 To delegate in writing any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Director, all proceedings of committees must be reported promptly to the Directors and the delegation may be revoked at any time.
- 16.3 To delegate the day to day management of the affairs of the Society in accordance with the directions of the Directors to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including, subject to Article 4, the payment of a salary or fee) as they think fit.
- 16.4 To make such reasonable and proper standing orders, rules, regulations or bye laws for the proper conduct and management of the Society provided that they are consistent with the Articles and the Act.
- 16.5 To establish procedures to assist the resolution of disputes or differences within the Society.
- 16.6 To exercise any powers of the Society which are not reserved to the Members or to Council.

17. **The Chair and Vice Chair**

17.1 The Chair and Vice Chair:

- 17.1.1 shall be appointed by the Directors from among their number and the term of each office may commence and end at different times; and
- 17.1.2 shall be appointed for a maximum term of office of three years from the date of appointment.

17.2 A retiring Chair or Vice Chair who is eligible under Article 8.2 may be reappointed as long as they remain appointed as a Director and provided that they shall not serve for more than two consecutive terms, unless the Directors consider it would be in the best interests of the Society for a particular Director to continue to serve as Chair or Vice Chair, in which case, the retiring Chair or Vice Chair may be re-appointed for a further term of office not exceeding two years, or the remainder of their term of office as a Director, whichever is the shorter.

17.3 The Vice Chair shall not automatically succeed an outgoing Chair and any Director shall be eligible for the position of Chair.

18. **The Council**

Functions of the Council

- 18.1 The Society shall establish and maintain a Council.
- 18.2 Council shall be responsible for ensuring the Society fulfils its objectives in serving the legal community and the Society's Membership in accordance with the Terms of Reference.
- 18.3 The Directors shall delegate to Council the following functions:

- 18.3.1 the appointment and termination of Members;
 - 18.3.2 the appointment and, where necessary, the removal of the President, the Vice President, the Deputy Vice President or an Honorary Secretary in accordance with any relevant provisions in these Articles or any terms of reference or other rules or bye-laws in place from time to time;
 - 18.3.3 the establishment of Professional Committees consisting of such persons and on such terms as the Council shall determine from time to time;
 - 18.3.4 the appointment and, where necessary, the removal of Professional Committee chairs in accordance with any relevant provisions in these Articles or any terms of reference or other rules or bye-laws in place from time to time;
 - 18.3.5 all such other things as are delegated to Council under these Articles or the Terms of Reference or other rules or bye-laws in place from time to time.
- 18.4 The Directors shall delegate such other powers to Council as it requires to perform its key functions under these Articles and the Terms of Reference.
- 18.5 The first Terms of Reference shall be those dated with the date of adoption of these Articles and initialed on behalf of the Directors and Council by way of identification. Council will be able to make such amendments to the Terms of Reference as it believes are useful to fulfill its objectives as set out in Articles 18.2, 18.3 and 18.4 and that are administrative or minor in nature. Otherwise any amendments to the Terms of Reference shall only be made with, in the first instance, the prior agreement of the Directors or, if the Directors refuse their agreement, approval of an ordinary resolution of the Members.
- 18.6 The Council of the Society shall consist of:
- 18.6.1 ex-officio Council members including:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Deputy Vice President;
 - (d) not more than two Honorary Secretaries elected pursuant to the Terms of Reference or other rules or bye-laws applicable to the Council in place from time to time.
 - 18.6.2 the immediate past President for a term of one year after the end of their Presidential year;
 - 18.6.3 any Honorary Members (as defined in the Terms of Reference or other rules or bye-laws applicable to Council) who may be invited to sit on Council;

- 18.6.4 up to four persons co-opted by the President for the duration of the President's term in office so long as the co-opted Council member is a Member of the Society;
- 18.6.5 up to eight Full Members elected by the Members in accordance with the procedures set out in the Terms of Reference or other rules or by-laws applicable to Council in place from time to time.
- 18.7 Council may create classes of non-voting Council membership and may determine the rights and obligations of any such Council members, and the conditions for admission to, and termination of Council membership of, any such class of Council members.
- 18.8 Other references to "Council members" and "Council membership" in this Article 18 do not apply to non-voting Council members, and non-voting Council members do not qualify as members for any purpose under the Act.
- 18.9 Aside from the provisions set out in this Article 18, the structure and operation of the Council shall be set out in the Terms of Reference.

THE OFFICERS OF THE SOCIETY

19. General Provisions

- 19.1 The Officers of the Society are:
 - 19.1.1 the President;
 - 19.1.2 the Vice-President;
 - 19.1.3 the Deputy Vice President; and
 - 19.1.4 the Honorary Secretaries.
- 19.2 The term of office for each Officer shall be one year from the date of their appointment at the AGM.
- 19.3 An Officer of the Society may be removed from their role before the expiry of their term of office only by special resolution at a Council meeting. The Officer so removed will remain a Member of the Society subject to Article 19.4 and the termination provisions set out at Article 23.
- 19.4 For the avoidance of doubt, an Officer of the Society shall also be deemed to be removed from office on their ceasing to be a Member of the Society for any reason pursuant to Article 23, or on their resignation as an Officer of the Society taking effect.

20. Appointment of the Officers of the Society

- 20.1 At the last meeting of Council before the AGM, the Council shall elect from the Membership the Officers of the Society.

- 20.2 Any candidate who wishes to be an Officer of the Society must be a Full Member and must comply with any other eligibility criteria in place from time to time in the Terms of Reference or otherwise as prescribed by Council.
- 20.3 In the event of more than one nomination for any office the election shall be by secret ballot. The ballot shall be decided by simple majority of those members of Council in attendance at the meeting entitled to vote providing it is quorate pursuant to the Terms of Reference.
- 20.4 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 Council meeting.
- 20.5 The Officers, when so appointed, shall take up their offices at the conclusion of the AGM of the Society following their appointment and (subject to the provisions of these Articles and the Terms of Reference) shall hold their offices until conclusion of the AGM the following year.
- 20.6 Such Officers, if not already a member of Council, will become ex-officio members of Council and accordingly shall not be subject to election; or where such Officer is already a member of Council then (a) if their term on Council continues beyond holding office then they shall continue to be a member of Council upon ceasing to be an Officer (b) if their term on Council ends whilst holding office they shall be re-elected to Council whilst holding office.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

21. Membership

- 21.1 The Society must maintain a register of Members.
- 21.2 The Society shall admit to Membership an eligible individual or organisation which:
- 21.2.1 applies to the Society using the application process approved by the Council; and
 - 21.2.2 is approved by the Council.
- 21.3 Council may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.
- 21.4 Council may prescribe criteria for Membership of the Society in the Terms of Reference (or otherwise in writing) but shall not be obliged to accept persons fulfilling those criteria as Members.
- 21.5 Membership is not transferable.

21.6 Council may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

22. **Annual Subscriptions**

22.1 All Members, except for Honorary Members, must pay to the Society such subscriptions (whether annual or otherwise) to be decided by the Directors from time to time.

23. **Termination of Membership**

23.1 Membership is terminated if the Member concerned:

23.1.1 in the case of a corporate body, an order is made or a resolution is passed for its winding up or administration or it has a receiver appointed over all or some part of its assets or any similar event occurs under the laws of any applicable jurisdiction;

23.1.2 in the case of an organisation, it ceases to exist;

23.1.3 resigns by giving one months' notice to the Society in writing, unless the resignation would cause there to be fewer than three Members. The Member shall not be entitled to any refund of subscription paid;

23.1.4 being an individual, if they die or is (in the opinion of Council) incapable, whether mentally or physically, of managing their own affairs;

23.1.5 fails to pay any subscription or other sum payable by the Member to the Society within the time frame specified for payment of subscriptions or other fees specified in any rules or bye-laws of the Society in place from time to time;

23.1.6 is removed from Membership by resolution of Council on the ground that in their reasonable opinion it is in the best interests of the Society that the Membership is terminated. Council may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice. There shall be no right to appeal from a decision of Council to terminate the Membership of a Member;

23.1.7 fails to observe the terms of any terms of reference, rules, regulations, bye-laws, standing orders or policy of the Society;

23.1.8 ceases to be entitled to be a Member under the Articles or the Terms of Reference, rules or bye-laws in place from time to time; and

23.1.9 is removed by the Members at a general meeting by special resolution.

- 23.2 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Society any subscription or other sum owed by them.

DECISION MAKING BY MEMBERS

24. General meetings

- 24.1 Members are entitled to attend general meetings in person (which may be physically or, where applicable, Virtually) or, subject to compliance with Article 26, by proxy, or (in the case of a corporate Member) by authorised representative.

- 24.2 General meetings are called on at least 14 days' written notice. The notice must:

24.2.1 specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting Virtually;

24.2.2 the general nature of the business to be transacted indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution;

24.2.3 contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act and Article 26; and

24.2.4 be given to all the Members, to all the Directors, to all members of Council and, if any, the Society's auditors.

- 24.3 The Directors 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 Act 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 Full 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 Directors. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

- 24.4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

- 24.5 No business shall be transacted at any general meeting unless a quorum of the Full Members is present.

24.5.1 A quorum is 20 Full Members present in person (physically or, where applicable, Virtually) or by proxy or (in the case of a corporate Member) by their authorised representative and entitled to vote upon the business to be conducted at the meeting.

24.5.2 If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting: or
- (b) during a meeting a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to Communicate and vote below the quorum);

the meeting shall be adjourned and Article 24.6 shall apply.

24.5.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Full Members present in person (physically or, where applicable, Virtually) or by proxy or (in the case of corporate Members) by authorised representative at that time shall constitute the quorum for that meeting.

24.6 Adjourned meetings:

24.6.1 The Members present in person (physically or, where applicable, Virtually) or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

24.6.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution of the Members.

24.6.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

24.6.4 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

24.7 The President, or in their absence, the Vice President or, in their absence, the Deputy Vice President, shall preside as chair at every general meeting. If 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 chair of the meeting. If no member of the Council is present or is willing to act, the Full Members present shall choose one of their number to be chair.

24.8 The Society must hold an AGM every year.

24.9 The business to be transacted at the AGM must include Members:

24.9.1 receiving the accounts of the Society for the previous Financial Year;

24.9.2 receiving a written report on the Society's activities;

- 24.9.3 being informed of the retirement of those Directors who wish to retire or who are retiring by rotation;
- 24.9.4 electing Directors to fill the vacancies arising;
- 24.9.5 electing members of the Council in place of those retiring and for the purpose of filling existing vacancies;
- 24.9.6 appointing reporting accountants or auditors for the Society; and
- 24.9.7 dealing with any other business specified in the notice convening the meeting.

25. **Voting**

- 25.1 No Member, other than a Full Member who has paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of their Membership, shall be entitled to vote on any matter.
- 25.2 Except where otherwise provided by the Articles or the Act, every issue is decided by ordinary Resolution.
- 25.3 Subject to the Act, at any general meeting:
 - 25.3.1 every Full Member who is present in person (or by proxy) shall on a show of hands have one vote; and
 - 25.3.2 every Full Member present in person (or by proxy) shall on a poll have one vote.
- 25.4 Any vote of a meeting shall be decided on a show of hands unless before, or on the declaration of, the result of the show of hands, a poll is demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 25.4.1 by the chair of the meeting; or
 - 25.4.2 by at least three Full Members having the right to vote at the meeting and present in person (physically or, where applicable, Virtually) or by proxy; or
 - 25.4.3 by a Full Member(s) present in person (physically or, where applicable, Virtually) 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.
- 25.5 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Society but it is not necessary to record the number or proportion of the votes cast.
- 25.6 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall

not invalidate the result of a show of hands declared before the demand for the poll was made.

- 25.7 Except as provided in Article 25.8, a poll must be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25.8 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair of the meeting directs not being more than thirty days after the poll is demanded.
- 25.9 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- 25.10 If the poll is not taken immediately, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.
- 25.11 Except where otherwise provided by the Articles or the Act, a Written Resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the Written Resolution may be set out in more than one document.
- 25.12 Any organisation which is a Member of the Society may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Society.
- 25.13 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 or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote 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.
- 25.14 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

26. **Use of proxy by Members**

- 26.1 A proxy can only be appointed by a written instrument, signed on behalf of the appointer, in one of the forms set out in the Schedule to these Articles or in the form otherwise approved by the Society, as appropriate.

- 26.2 The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified in such form as may be required by the Directors or in some other way approved by the Members may:
- 26.2.1 be deposited (including by Electronic Means) as specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 26.2.2 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 not less than 24 hours before the time appointed for the taking of the poll; or
 - 26.2.3 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 person chairing the meeting,
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 26.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- 26.4 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.5 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 26.6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

ADMINISTRATIVE ARRANGEMENTS

27. Change of Company Name

- 27.1 The name of the Society may be changed by a special resolution of the Members, or otherwise in accordance with the Act.

28. Irregularities

- 28.1 The proceedings at any meeting or the passing of a Written Resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

28.2 Subject to Article 28.1, all acts done by a meeting of Directors or by a committee or by a person acting as Directors shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Directors or any member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.

29. Means of Communication to be Used

29.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

29.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;

29.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

29.1.3 if properly addressed and sent or supplied by Electronic Means, one hour after the document or information was sent or supplied; and

29.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

29.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

29.3 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

29.4 A technical defect in service of any notice of which the Society is unaware at the time does not invalidate decisions taken at a meeting.

30. Indemnity and Insurance

30.1 Subject to Article 30.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

30.1.1 each relevant officer shall be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection

with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society's (or any associated company's) affairs; and

- 30.1.2 the Society may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 30.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 30.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 30.3 The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant officer in respect of any relevant loss.
- 30.4 In this Article:
 - 30.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 30.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Society, any associated company or any pension fund or employees' share scheme of the Society or associated company; and
 - 30.4.3 a **relevant officer** means any Director, former Director and, where relevant, the Company Secretary (if any) of the Society.

31. **Records and Accounts**

- 31.1 The Directors must comply with the requirements of the Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law.
- 31.2 The Directors must also keep records of:
 - 31.2.1 all proceedings at meetings of the Directors, Council, Members and committees of Directors;
 - 31.2.2 all resolutions in writing; and
 - 31.2.3 all reports of committees of Directors.
- 31.3 The accounting records shall be kept at the Office or, subject to the provisions of the Act at such place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.

31.4 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.

Schedule

An 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/We,, of, being a Member/Members of the above-named Society, hereby appoint of, or in their absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ 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 they think fit or abstain from voting.

Signed on 20[]"