

Company number: 4302

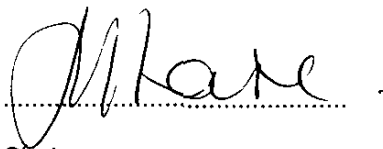
**LIVERPOOL LAW SOCIETY  
PRIVATE COMPANY LIMITED BY GUARANTEE**

**RESOLUTION**

**(passed on 14 January 2020)**

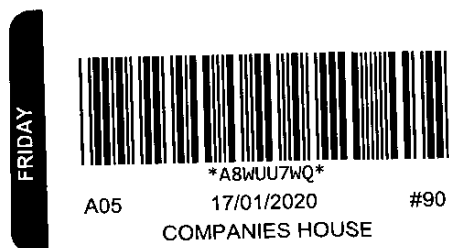
At a general meeting of the above named Company duly convened and held on 14 January 2020, the following resolution was duly passed as a special resolution of the Company:

**THAT** the articles of association of the Company available for inspection on the internet by following the link set out in the President's email convening the meeting at which this resolution will be proposed be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.



Chairman

Date: 14 JANUARY 2020



Company No. 4302

*Julie O'Hare*  
JULIE O'HARE  
PRESIDENT

**THE COMPANIES ACTS**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**NEW**

**ARTICLES OF ASSOCIATION**

**of**

**LIVERPOOL LAW SOCIETY**

**(adopted by special resolution passed on 14 January 2020)**

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### 1. Defined terms

##### 1.1 In these Articles, unless the context requires otherwise:

**Affiliate Member** means any person who has qualified for Affiliate Membership in accordance with Article 27.2;

**Annual General Meeting** means a general meeting of the Society hold in each year in addition to any other meetings in that year;

**Approved Regulator** means the Solicitors Regulation Authority, Bar Standards Board, ILEX Professional Standards Board and any other Approved Regulator under the Legal Services Act 2007 which shall be approved by the Committee;

**Area** means the City of Liverpool, the Metropolitan Boroughs of Wirral, Knowsley, St. Helens and Sefton; and Widnes and Neston in the County of Cheshire;

**Articles** means the Society's articles of association for the time being in force;

**Associate Member** means any person who has qualified for Associate Membership in accordance with Article 27.3;

**bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**CA 2006** means the Companies Act 2006;

**Category** in relation to a member of the Society means the Category determined in accordance with the provisions of Article 27;

**chairman** has the meaning given to that term in Article 21;

**chairman of the meeting** has the meaning given to that term in Article 41;

**Clear Days** means (in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**Committee** means the Committee of the Society established under Article 5.1 and where the context so requires includes any sub-committee;

**Companies Acts** means the Companies Acts (as defined in section 2 of CA 2006), in so far as they apply to the Society;

**Conflict** has the meaning given to that term in Article 24.2;

**conflicted member of the Committee** means a member of the Committee who has, or could have, a Conflict in a situation involving the Society and consequently whose vote is not to be counted in respect of any resolution to authorise such Conflict and who is not to be counted as participating in the quorum for the meeting (or part of the meeting) at which such resolution is to be voted upon;

**Constituency** means the constituency from time to time of the Law Society for the purpose of electing members of the Council of the Law Society covering Merseyside and District;

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

**electronic form** has the meaning given to that term in section 1168 of CA 2006;

**firm** includes a partnership, limited liability partnership and company;

**Full Member** means any person who has qualified for Full Membership in accordance with Article 27.1;

**hard copy form** has the meaning given to that term in section 1168 of CA 2006;

**instrument** means a document in hard copy form;

**Law** means the law of England and Wales, including all statutes, statutory instruments and regulations supplementary thereto;

**Law Society** means the Law Society of England and Wales;

**Lawyer** means any of the persons defined in Article 27.1 and any other person of equivalent status as approved by the Committee;

**member** has the meaning given to that term in section 112 of CA 2006;

**member of the Committee** means a person who is a member of the Committee and a director of the Society;

**Model Articles** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;

**non-conflicted member of the Committee** means any member of the Committee who is not a conflicted member of the Committee;

**ordinary resolution** has the meaning given to that term in section 282 of CA 2006;

**Paralegal** means an individual :

- a) who is not entitled to be a Full Member;
- b) who is working for a firm of solicitors or barristers' chambers or within a legal environment within commerce, industry or the public sector;
- c) who is qualified through education and training to perform substantive legal work that requires knowledge of the law and procedures; and
- d) whose work has been certified as substantive legal work by a Full Member qualified to assess the work as legal and substantive;

**participate**, in relation to a meeting of the Committee, has the meaning given to that term in Article 20;

**President** means the person appointed as such pursuant to Article 8;

**proxy notice** has the meaning given to that term in Article 48.2;

**proxy notification address** has the meaning given to that term in Article 49.1;

**relevant officer** has the meaning given to that term in Articles 56.3.2 or 57.2.1, as the case may be;

**relevant loss** has the meaning given to that term in Article 57.2.2;

**Roll** means the roll of solicitors in England and Wales maintained by the Solicitors Regulation Authority ( or any successor body);

**Secretary** means any member or members appointed to perform the duties of the Secretary of the Society or where the context so requires any one of such members;

**Society** means Liverpool Law Society, a company incorporated in England and Wales with number 4302;

**Solicitor** means a person entered in the Roll;

**special resolution** has the meaning given to that term in section 283 of CA 2006;

**subsidiary** has the meaning given to that term in section 1159 of CA 2006;

**Treasurer** means the person appointed as such pursuant to Article 8 and includes (if the Committee so decides) a Deputy Treasurer;

**United Kingdom** means Great Britain and Northern Ireland;

**Vice-President** means the person appointed as such pursuant to Article 8; and

**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.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in CA 2006 as in force on the date when these Articles become binding on the Society 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, statutory provision or subordinate legislation is a reference to it as it is in force from time to time and shall include any orders, regulations or subordinate legislation from time to time made under it and any amendment or re- enactment of it or any such orders, regulations or subordinate legislation for the time being in force.
- 1.5 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 No regulations set out in any statute or in any statutory instrument or other subordinate legislation concerning companies, including the Model Articles, shall apply to the Society, but the following shall be the articles of association of the Society.

## **2. Interpretation**

Any question of difficulty in the operation of these Articles may be settled by the Committee whose decision shall be final and binding upon the members or proposed members concerned and furthermore the Committee shall have power to waive compliance with this requirement in such circumstances as it shall consider appropriate;

## **3. Liability of members**

- 3.1 The liability of each member is limited to £10.00, being the amount that each member undertakes to contribute to the assets of the Society in the event of it being wound up while he is a member or within one year after he ceases to be a member, for:

- 3.1.1 payment of the Society's debts and liabilities contracted before he ceases to be a member;
- 3.1.2 payment of the costs, charges and expenses of winding up; and
- 3.1.3 adjustment of the rights of the contributories among themselves.

## **PART 2**

### **STATEMENT OF OBJECTS AND RESTRICTIONS**

#### **4. Objects and restrictions**

- 4.1 The objects for which the Society is established are:
  - 4.1.1 the protection of the character, status and interests of the attorneys and Solicitors practising in the Area and its environs, the promotion of honourable practice, the settlement of disputed points of practice, and the decision of all questions of professional usage or courtesy in conducting legal business of all kinds;
  - 4.1.2 the consideration of all general questions affecting the interests of the profession at large, or the alteration or administration of the Law, including the consideration of and participation in the provision of legal services by its members or others for any part of the community, which for reasons of lack of finance would otherwise be deprived of legal services and in connection with the same to act as trustee or administrator of any such services and to employ any person for the purpose of providing such services and to receive and disburse funds to enable such services to be carried out subject always to the provisions of this Article;
  - 4.1.3 the formation and maintenance of a law library;
  - 4.1.4 the dissemination of knowledge in the field of the Law by way of public meetings, exhibitions, lectures, training courses, conferences and/or seminars for the benefit of the members and the legal profession at large whether on a free or commercial basis;
  - 4.1.5 the arrangement and supply of meeting, teleconferencing and internet facilities to its members and other persons;
  - 4.1.6 to carry on any other trade or business whatsoever which can, in the opinion of the Society, be advantageously carried on by the Society in connection with or ancillary to any of the general business of the Society or is calculated directly to benefit the Society or enhance the value of or render profitable any of the Society's property or rights or is required by any members or customers of or persons dealing with the Society;
  - 4.1.7 to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
  - 4.1.8 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Society;
  - 4.1.9 to invest and deal with the monies of the Society not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
  - 4.1.10 to 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 included any holding company, subsidiary or fellow subsidiary company in any manner;

- 4.1.11 to borrow and raise money in such manner as the Society shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Society's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Society of any obligation or liability it may undertake or which may become binding on it;
- 4.1.12 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 4.1.13 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Society's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Society may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 4.1.14 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Society, or to contract with any person, firm or company to pay the same;
- 4.1.15 to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been members of the Committee of, or who are to have been employed by, or who are serving or have served the Society, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents; and
- 4.1.16 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.

4.2 The objects set forth in each sub-Article of this Article 4 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-Article or from the name of the Society. None of such sub-Articles or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-Article, but the Society shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-Articles as if each sub-Article contained the objects of a separate company. The word **company** in this Article shall be deemed to include any firm or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4.3 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Article 4 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 members of the Society, provided that nothing herein shall prevent any payment in good faith by the Society:

- 4.3.1 of reasonable and proper remuneration to any member, officer or servant of the Society for any services rendered to the Society;

- 4.3.2 of any interest on money lent by any member of the Society or any member of the Committee at a reasonable and proper rate;
- 4.3.3 of reasonable and proper rent for premises demised or let by any member of the Society or any member of the Committee; and
- 4.3.4 to any member of the Committee of out-of-pocket expenses.
- 4.4 If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society, but shall be given or transferred to some other institution (charitable or otherwise) having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income to its or their members, such institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

### **PART 3**

#### **MEMBERS OF THE COMMITTEE**

##### **APPOINTMENT AND TERMINATION OF APPOINTMENT OF MEMBERS OF THE COMMITTEE**

##### **5. Number of members of the Committee**

- 5.1 The Committee shall manage the affairs of the Society as provided in these Articles and the Committee shall consist of:
  - 5.1.1 up to 27 ordinary members of the Committee (each of whom must be a Full Member of the Society) elected by the Full Members; and
  - 5.1.2 any member of the Society who is a member of The Council of the Law Society representing the Constituency or any part of the Constituency,

provided that the number of members of the Committee shall never be less than 14.

##### **6. Advisers**

The Committee may from time to time co-opt advisers to the Committee (who need not be members of the Society) with power to invite them to attend at Committee meetings but not to vote thereat.

##### **7. Appointment of members of the Committee**

- 7.1 At each Annual General Meeting of the Society the following members of the Committee shall retire:
  - 7.1.1 those who were elected at the third Annual General Meeting before the one in question; and
  - 7.1.2 a member of the Committee who was elected to take the place of any member of the Committee elected at such third Annual General Meeting before the one in question.
- 7.2 The Committee may each year nominate not more than 5 of the members of the Committee retiring at the next Annual General Meeting as eligible for re-election at that meeting and the members of the Committee so nominated shall be eligible for re-election accordingly, but the other retiring members of the Committee shall be ineligible for re-election until the Annual General Meeting next following that at which they retire.
- 7.3 As soon as practicable after the decision of the Committee pursuant to Article 7.2 has been made, the Society shall send to each of the members of the Society entitled to receive notices of general meetings a communication:-

- 7.3.1 setting out the names of the retiring members of the Committee who have been nominated by the Committee for re-election;
  - 7.3.2 setting out the names of the other retiring members of the Committee (who are not eligible for re-election); and
  - 7.3.3 informing those members of the Society of the intended date of the Annual General Meeting in the current year and of the requirements of Article 7.4 in relation to the nomination of persons for election to the Committee at that Annual General Meeting.
- 7.4 No person other than a member of the Committee nominated for re-election under Article 7.2 shall be eligible for election as a member of the Committee at the Annual General Meeting of the Society unless he shall have been nominated by 3 members of the Society and notice in writing of such nomination shall have been left at the office of the Society at least 30 Clear Days before the date of such meeting together with the written consent of the nominee that he will serve as a member of the Committee, if elected. The Secretary shall cause the name and such other details as the Committee shall determine of all members nominated for election as members of the Committee to be posted forthwith on a notice-board at the registered office of the Society and to be available at the Annual General Meeting.
- 7.5 The names of the retiring members of the Committee, distinguishing those nominated by the *Committee for re-election*, and of the other persons (if any) standing for election to the Committee shall be stated in the notice convening the Annual General Meeting.
- 7.6 If at any Annual General Meeting nominations are not received to fill up the vacancies, then such vacancies may be filled by the Committee and any members of the Committee so elected by the Committee shall be deemed to have been elected at the Annual General Meeting at which the vacancy was not filled up.
- 7.7 If any member of the Committee ceases for any reason to be a member of the Committee during his period of office, the Committee may fill up the vacancy for the period during which that member of the Committee would have remained in office.

## 8. **Appointment of officers**

- 8.1 At the first meeting of the Committee following an Annual General Meeting, the Committee shall choose from their own body the President, Vice-President, Treasurer and Secretary of the Society to hold office until the first meeting of the Committee following the next succeeding Annual General Meeting. Each holder of any such office shall be eligible for re-election.
- 8.2 If any casual vacancy shall occur in the office of President, the Vice-President shall ipso facto become President unless he declines to do so in which case the Committee shall thereupon elect one of their number to be the President for so long as the vacating President would have held his office.
- 8.3 Any casual vacancy in the offices of Vice-President, Treasurer or Secretary may be filled by the Committee but any person so chosen shall retain his office so long only as the vacating officer would have retained the same if no vacancy had occurred.

## 9. **Termination of member of the Committee's appointment**

- 9.1 A person ceases to be a member of the Committee as soon as:
  - 9.1.1 that person ceases to be a member of the Committee by virtue of any provision of CA 2006 or is prohibited from being a director by law;
  - 9.1.2 that person ceases to be a member of the Society;
  - 9.1.3 a bankruptcy order is made against that person;

- 9.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debt and the Society resolves that his office be vacated;
  - 9.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a member of the Committee and may remain so for more than three months;
  - 9.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
  - 9.1.7 notification is received by the Society from the member of the Committee that the member of the Committee is resigning from office, and such resignation has taken effect in accordance with its terms.
- 9.2 If any member of the Committee shall be absent from the meetings thereof for a period of three consecutive meetings or three meetings within any six-month period without leave of absence, the Committee may declare his membership of the Committee vacant and he shall thereupon cease to be a member of the Committee.

#### **10. Remuneration of members of the Committee**

- 10.1 Members of the Committee may undertake any services for the Society that the Committee decides.
- 10.2 Members of the Committee are entitled to such remuneration as the Committee determines:
  - 10.2.1 for their services to the Society as members of the Committee, and
  - 10.2.2 for any other service which they undertake for the Society.
- 10.3 Subject to the Articles, a member of the Committee's remuneration may:
  - 10.3.1 take any form, and
  - 10.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that member of the Committee.
- 10.4 Unless the Committee decides otherwise, the remuneration of the members of the Committee accrues from day to day.

#### **11. Expenses of members of the Committee**

- 11.1 The Society may pay any reasonable expenses which the members of the Committee properly incur in connection with their attendance at:
  - 11.1.1 meetings of the Committee or sub-committees,
  - 11.1.2 general meetings,
  - 11.1.3 separate meetings of classes of members of the Society, or
  - 11.1.4 separate meetings of the holders of any debentures of the Society,
 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the society.

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## **MEMBERS OF THE COMMITTEE'S POWERS AND RESPONSIBILITIES**

### **12. Members of the Committee's general authority**

Subject to the Articles and to the applicable provisions for the time being of the Companies Acts, the members of the Committee are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.

### **13. Members' reserve power**

- 13.1 The Full Members may, by special resolution, direct the members of the Committee to take, or refrain from taking, specified action.
- 13.2 No such special resolution invalidates anything which the members of the Committee have done before the passing of the resolution.

### **14. Members of the Committee may delegate**

- 14.1 Subject to the Articles, the members of the Committee may delegate any of the powers which are conferred on them under the Articles:
  - 14.1.1 to such person or sub-committee;
  - 14.1.2 by such means (including by a power of attorney);
  - 14.1.3 to such an extent;
  - 14.1.4 in relation to such matters or territories; and
  - 14.1.5 on such terms and conditions, as they think fit.
- 14.2 If the members of the Committee so specify, any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.
- 14.3 The members of the Committee may revoke any delegation in whole or part, or alter its terms and conditions.

### **15. Sub-Committees**

- 15.1 Sub-committees to which the members of the Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by members of the Committee.
- 15.2 The members of the Committee may make rules of procedure for all or any sub-committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 15.3 Where a provision of the Articles refers to the exercise of a power, authority or discretion by the members of the Committee and that power, authority or discretion has been delegated by the members of the Committee to a sub-committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the sub-committee.

## **DECISION-MAKING BY MEMBERS OF THE COMMITTEE**

### **16. Members of the Committee to take decisions collectively**

- 16.1 The general rule about decision-making by members of the Committee is that any decision of the Committee must be taken as a majority decision at a meeting or as a written resolution in accordance with Article 17 (Committee's written resolutions) or otherwise as a unanimous decision taken in accordance with Article 18 (Unanimous decisions).
- 16.2 Subject to the Articles, each member of the Committee participating in a meeting of the Committee has one vote.

**17. Committee's written resolutions**

- 17.1 Any member of the Committee may propose a Committee's written resolution by giving notice in writing of the proposed resolution to each of the other members of the Committee.
- 17.2 The Secretary must propose a Committee's written resolution if a member of the Committee so requests, by giving notice in writing to each of the other members of the Committee.
- 17.3 Notice of a proposed Committee's written resolution must indicate:
  - 17.3.1 the proposed resolution; and
  - 17.3.2 the time by which it is proposed that the members of the Committee should adopt it.
- 17.4 A proposed Committee's written resolution is adopted when a majority of the non-conflicted members of the Committee have signed one or more copies of it, provided that those members of the Committee would have formed a quorum at a meeting of the Committee were the resolution to have been proposed at such meeting.
- 17.5 Once a Committee's written resolution has been adopted, it must be treated as if it had been a decision taken at a meeting of the Committee in accordance with the Articles.

**18. Unanimous decisions**

- 18.1 A decision of the Committee is taken in accordance with this Article 18 when all of the non-conflicted members of the Committee indicate to each other by any means that they share a common view on a matter.
- 18.2 A decision may not be taken in accordance with this Article 18 if the non-conflicted members of the Committee would not have formed a quorum at a meeting of the Committee had the matter been proposed as a resolution at such a meeting.
- 18.3 Once an unanimous decision of the Committee is taken in accordance with this Article 18 it must be treated as if it had been a decision taken at a meeting of the Committee in accordance with the Articles.

**19. Calling a meeting of the Committee**

- 19.1 The President or the Vice-President may, and the Secretary upon the direction of the President, Vice-President or any 3 members of the Committee shall, at any time summon a meeting of the Committee by giving 5 Clear Days' notice in writing, except in cases of emergency determined by the President when a meeting may be called at shorter notice.
- 19.2 Notice of any meeting of the Committee must indicate:
  - 19.2.1 its proposed date and time;
  - 19.2.2 where it is to take place; and
  - 19.2.3 if it is anticipated that members of the Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 19.3 Subject to Article 19.4, notice of a meeting of the Committee must be given to each member of the Committee but need not be in writing.
- 19.4 Notice of a meeting of the Committee need not be given to members of the Committees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Society prior to, or up to and including not more than seven days after, the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

20. **Participation in meetings of the Committee**

- 20.1 Subject to the Articles, members of the Committee participate in a meeting of the Committee, or part of a meeting of the Committee, when:
- 20.1.1 the meeting has been called and takes place in accordance with the Articles, and
  - 20.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 20.2 In determining whether members of the Committee are participating in a meeting of the Committee, it is irrelevant where any member of the Committee is or how they communicate with each other.
- 20.3 If all the members of the Committee participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

21. **Chairing of meetings of the Committee**

The President, or in his absence, the Vice-President, shall take the chair at all meetings of the Committee, and if at any meeting neither of them be present within ten minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of that meeting.

22. **Chairman's casting vote at meetings of the Committee**

- 22.1 If the numbers of votes for and against a proposal at a meeting of the Committee are equal, the President or other member of the Committee chairing the meeting has a casting vote.
- 22.2 Article 22.1 does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the President or other member of the Committee chairing the meeting is a conflicted member of the Committee for the purposes of that meeting (or that part of that meeting at which the proposal is voted upon).

23. **Quorum for meetings of the Committee**

- 23.1 At a meeting of the Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 23.2 Subject to Article 23.3, the quorum for the transaction of business at a meeting of the Committee may be fixed from time to time by a decision of the Committee but it must never be less than 3 members of the Committee, and unless otherwise fixed it is 5.
- 23.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 24 (Conflicts of interests of members of the Committee) to authorise a member of the Committee's Conflict, if there is only one non-conflicted member of the Committee in office in addition to the conflicted member(s) of the Committee, the quorum for such meeting (or part of a meeting) shall be one non-conflicted member of the Committee.

24. **Conflicts of interests of members of the Committee**

- 24.1 For the purposes of this Article 24, a **conflict of interest** includes a conflict of interest and duty and a conflict of duties, and **interest** includes both direct and indirect interests.
- 24.2 The Committee may, in accordance with the requirements set out in this Article 24, authorise any matter proposed to it by any member of the Committee which would, if not authorised, involve a member of the Committee breaching his duty under section 175 of CA 2006 to avoid conflicts of interest (such matter being hereinafter referred to as a **Conflict**).
- 24.3 A member of the Committee seeking authorisation in respect of a Conflict shall declare to the Committee the nature and extent of his interest in a Conflict as soon as is reasonably practicable. The member of the Committee shall provide the Committee with such details of

the relevant matter as are necessary for the Committee to decide how to address the Conflict, together with such other information as may be requested by the Committee.

- 24.4 Any authorisation under this Article 24 will be effective only if:
- 24.4.1 the matter in question shall have been proposed by any member of the Committee for consideration at a meeting of the Committee in the same way that any other matter may be proposed to the Committee under the provisions of these Articles or in such other manner as the Committee may determine;
  - 24.4.2 any requirement as to the quorum at any meeting of the Committee at which the matter is considered is met without counting the member of the Committee in question and any other conflicted member(s) of the Committee; and
  - 24.4.3 the matter was agreed to without the member of the Committee and any other conflicted member(s) of the Committee voting or would have been agreed to if their votes had not been counted.
- 24.5 Any authorisation of a Conflict under this Article 24 may (whether at the time of giving the authorisation or subsequently):
- 24.5.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 24.5.2 be subject to such terms and for such duration, or impose such limits or conditions as the Committee may determine; or
  - 24.5.3 be terminated or varied by the Committee at any time.
- This will not affect anything done by the member of the Committee prior to such termination or variation in accordance with the terms of the authorisation.
- 24.6 In authorising a Conflict the Committee may decide (whether at the time of giving the authorisation or subsequently) that, if a member of the Committee has obtained any information through his involvement in the Conflict otherwise than as a member of the Committee and in respect of which he owes a duty of confidentiality to another person, the member of the Committee is under no obligation to:
- 24.6.1 disclose such information to the Committee or to any member of the Committee or other officer or employee of the Society; or
  - 24.6.2 use or apply any such information in performing his duties as a member of the Committee,
- where to do so would amount to a breach of that confidence.
- 24.7 Where the Committee authorises a Conflict it may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the member of the Committee:
- 24.7.1 is excluded from discussions (whether at meetings of the Committee or otherwise) related to the Conflict;
  - 24.7.2 is not given any documents or other information relating to the Conflict;
  - 24.7.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Committee in relation to any resolution relating to the Conflict.
- 24.8 Where the Committee authorises a Conflict:
- 24.8.1 the member of the Committee will be obliged to conduct himself in accordance with any terms, limits and/or conditions imposed by the Committee in relation to the Conflict;



- 24.8.2 the member of the Committee will not infringe any duty he owes to the Society by virtue of sections 171 to 177 of CA 2006 provided he acts in accordance with such terms, limits and/or conditions (if any) as the Committee imposes in respect of its authorisation.
- 24.9 A member of the Committee is not required, by reason of being a member of the Committee (or because of the fiduciary relationship established by reason of being a member of the Committee), to account to the Society for any remuneration, profit or other benefit which he receives as member of the Committee or other officer or employee of the Society or any of the Society's subsidiaries or of any other body corporate in which the Society is interested or which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Committee 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 nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of CA 2006.
- 24.10 Subject to the applicable provisions for the time being of the Companies Acts and to any terms, limits and/or conditions imposed by the Committee in accordance with Article 24.5.2, and provided that he has disclosed to the Committee the nature and extent of any interest of his in accordance with the Companies Acts, a member of the Committee notwithstanding his office:
- 24.10.1 may be a party to, or otherwise interested in, any contract, transaction or arrangement with the Society or in which the Society is otherwise interested;
- 24.10.2 shall be counted as participating for voting and quorum purposes in any decision in connection with any proposed or existing transaction or arrangement with the Society, in which he is in any way directly or indirectly interested;
- 24.10.3 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 member of the Committee;
- 24.10.4 may be a director or other officer of, or employed by, or a party to any contract, transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Society or in which the Society is otherwise interested; and
- 24.10.5 shall not, by reason of his office, be accountable to the Society for any benefit which he (or anyone connected with him (as defined in section 252 of CA 2006)) derives from any such office or employment or from any such contract, transaction or arrangement or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, nor shall the receipt of any such remuneration or benefit constitute a breach of his duty under section 176 of CA 2006.
- 24.11 For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Committee or part of a meeting of the Committee.
- 24.12 Subject to Article 24.13, if a question arises at a meeting of the Committee or of a sub-committee as to the right of a member of the Committee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the President whose ruling in relation to any member of the Committee other than the President is to be final and conclusive.
- 24.13 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the President, the question is to be decided by a decision of the Committee at that meeting, for which purpose the President is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

25. **Records of decisions to be kept**

The Committee must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Committee.

26. **Committee's discretion to make further rules**

Subject to the Articles, the Committee may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to members of the Committee.

**PART 4**

**MEMBERS**

**BECOMING AND CEASING TO BE A MEMBER**

27. **Categories of membership**

The different Categories of membership of the Society shall be:

27.1 **Full membership** : The following persons practising or working in the Area (with the exception of the persons referred to in Article 27.1.2 who are not required to be practising or working in the Area but shall have been so practising or working immediately prior to his or her retirement) shall be eligible to be Full Members of the Society:

- 27.1.1 any solicitor who holds a current practising certificate;
- 27.1.2 any solicitor on the Roll who has retired from practice;
- 27.1.3 any barrister;
- 27.1.4 any Fellow of the Chartered Institute of Legal Executives;
- 27.1.5 any registered foreign or European lawyer who is regulated by an Approved Regulator;
- 27.1.6 any person holding a judicial appointment or teaching law;
- 27.1.7 any trainee solicitor;
- 27.1.8 any patent attorney;
- 27.1.9 any licensed conveyancer;
- 27.1.10 any notary public;
- 27.1.11 any trade mark attorney;
- 27.1.12 pupil barristers; and
- 27.1.13 subject to Article 29, any person who is in a senior position at an organisation providing legal services which is subject to supervision by an Approved Regulator and who is approved by the Committee.

27.2 **Affiliated membership** : The following persons who do not fall within the criteria for Full Membership set out in Article 27.1 and who are practising or working in the Area shall be eligible to become Affiliate Members of the Society;

- 27.2.1 legal apprentices;

27.2.2 Paralegals; and

27.2.3 other persons who to the satisfaction of the Committee, are actively involved in supervising or managing legal services.

27.3 **Associated membership** - Any other member of or person connected with the legal profession (including but not limited to, as the Committee shall in its sole discretion determine, judges, magistrates, other officials of the local courts, Bar students, or trainee legal executives) may apply to become an associated member of the Society in accordance with Article 28.1.4.

**28. Conditions of membership**

28.1 The members of the Society shall be:

28.1.1 all members of the Society at the date of adoption of these Articles;

28.1.2 a person to whom Article 27.1 applies, who applies in writing to the Committee to become a member, whose application has not been rejected in accordance with Article 29.4 and who is elected to Full Membership by the Committee;

28.1.3 a person to whom Article 27.2 applies, who applies in writing to the Committee to become a member, whose application has not been rejected in accordance with Article 29.4 and who is elected to Affiliated Membership by the Committee; and

28.1.4 a person to whom Article 27.3 applies, who applies in writing to the Committee to become a member, whose application has not been rejected in accordance with Article 29.4 and who is elected to Associated Membership by the Committee.

**29. Procedure for election**

29.1 A candidate for membership shall sign (or otherwise authenticate in such manner as the Committee may determine) an application form.

29.2 The application form may be signed or authenticated on behalf of the candidate by any partner of the partnership of which the candidate is a partner (other than the candidate) or by any partner or principal in the firm by or office at which he is employed.

29.3 Every application for membership of the Society shall contain an undertaking by the applicant that, on admission to membership and (if the case may be) on transfer from one Category of membership to another, he will abide by the Articles and By-laws of the Society for the time being and from time to time in force and an undertaking to pay his subscription as it is due.

29.4 All applications shall be laid before the Committee meeting next following the date of the application and all candidates to whom Articles 28.1.1, 28.1.2 or 28.1.3 shall be elected by the Committee (subject, in the cases of candidates to whom Articles 28.1.2 and 28.1.3 apply to such election being by a majority of at least three quarters of those present and voting) unless the Committee shall be asked to vote on any application in accordance with Article 29.5.

29.5 Any one member of the Committee may request a secret ballot on the election of any applicant for membership and if so requested the vote shall be taken forthwith and a vote of three quarters of the members present and voting in favour shall be necessary to elect the applicant concerned.

**30. Withdrawal from or cessation of membership**

30.1 A member of the Society shall cease to be a member of the Society in any of the following circumstances:

30.1.1 on his death;

- 30.1.2 where any Full Member, Affiliated Member or Associated Member ceases to meet the criteria set out in Articles 27.1 or 27.2 or 27.3 as appropriate;
  - 30.1.3 any member may resign his membership at any time and require his name to be removed from the Register of members and on its removal he shall cease to be a member forthwith but such former member shall remain liable for and shall pay to the Society all monies which at the time of his ceasing to be a member may be due from him to the Society;
  - 30.1.4 a member who commits a breach of any of the Articles or of any of the regulations of the Committee made under the powers conferred by these Articles; or
  - 30.1.5 if after investigation the Committee shall upon evidence that they deem sufficient be of the opinion that a member has been guilty of any criminal, dishonourable, improper or unprofessional conduct, the President or 5 members of the Committee may convene a special meeting of the Committee for the purpose of considering a resolution to expel such member from the Society and in order for such resolution to be passed a vote of three quarters of those present and voting in favour of the resolution shall be required;
  - 30.1.6 if the subscription of any member shall remain unpaid for six months, the Committee may declare him to have forfeited his membership and he shall thereupon cease to be a member of the Society provided that before the resolution of the Committee to this effect it shall give him 7 Clear Days' notice of its intention to do so;
  - 30.1.7 if any member shall be convicted in a Court of Justice in the United Kingdom of any offence punishable by imprisonment with or without option of a fine or if any such member shall be convicted in a Court of Justice outside the United Kingdom of any offence which would, in the United Kingdom, be punishable as aforesaid he shall be deemed to have withdrawn from membership;
  - 30.1.8 he has not paid his first subscription in accordance with Article 34.4.
- 30.2 The Committee shall cause notice in writing to be sent to the member whose conduct is under consideration pursuant to Articles 30.1.4 or 30.1.45 informing him of the fact and giving him an opportunity of either attending personally before the Committee at the meeting to consider the resolution to exclude him or addressing a written communication to the members of the Committee in explanation or otherwise of the subject matter of the resolution.
- 30.3 Any member expelled under Articles 30.1.4 or 30.1.45 shall be entitled to require the Committee to convene a general meeting of the Society to confirm the decision of the Committee and if the decision of the Committee is not confirmed the expelled member shall be reinstated with effect from the date of the general meeting at which decision is confirmed.
- 30.4 Any exclusion, withdrawal or expulsion under this Article shall be without prejudice to the liability of such member to the Society to pay all monies which at the date of his ceasing to be a member (whether by exclusion, withdrawal or expulsion) may be due from him to the Society.

### **31. Rights and privileges of membership**

The rights and privileges of every member:

- 31.1 shall be personal to himself and shall not be transferable by his own act or by operation of law and any member ceasing by death, resignation or expulsion to be a member of the Society shall not, nor shall his representatives, have any interest in the Society;
- 31.2 shall be as determined from time to time by the Committee, provided that:

31.2.1 Full Members shall be entitled to full rights of membership including the benefit of the use of any law library maintained by the Society and subsidised rates at events or on training courses (if any);

31.2.2 affiliated and associated members shall be entitled to the benefit of the use of any law library maintained by the Society and subsidised rates at events or on training courses (if any)..

**32. Affiliated or branch societies or groups**

The Committee may make regulations for the formation, establishment or conduct of any affiliated or branch society or group and may from time to time vary such regulations.

**33. Honorary membership or privileges**

33.1 Any person not otherwise qualified but who has by his writings or other works contributed to the promotion of Solicitors generally or within the Area of the Society, or who has otherwise promoted the objects of the legal profession or the Society, may be elected an honorary and non-contributing member of the Society in general meeting on the unanimous recommendation of the Committee, but honorary membership shall not constitute membership for the purposes of the Companies Acts or these Articles and particulars of honorary members shall not be entered in the register of members.

33.2 Judges, Magistrates, and other officials of the local courts, Barristers, Bar Students, Trainee Solicitors in the employ of members or members' firms, Legal Executives and any other persons, not being solicitors, may, with the approval of the Committee, use the services of the Society upon such terms and conditions (including a requirement for a subscription) as the Committee may from time to time determine.

**34. Subscriptions**

34.1 The Committee shall from time to time determine the rates of subscriptions payable by members and for this purpose:

34.1.1 shall fix the subscription applicable to a member in each Category;

34.1.2 such determination shall continue in force until it shall have been replaced or amended by a further determination varying the rates of subscription applicable to them.

34.2 Annual subscriptions shall be payable in advance on 1<sup>st</sup> June in each year to the Treasurer in such manner as he shall from time to time direct.

34.3 Any member elected during the course of a financial year of the Society shall pay such proportion of the annual subscription as the number of complete months (including the month in which he is elected) remaining in the financial year bears to twelve.

34.4 The first subscription of a member shall be paid within one month after his election otherwise his election shall be null and void.

34.5 The Committee shall have power to impose an interest charge on any member who has not paid his subscription by 1<sup>st</sup> September of such amount (not exceeding 4% over the base rate of National Westminster Bank plc for the time being in force) as the Committee may decide on the amount outstanding from such 1<sup>st</sup> September until the date of payment.

34.6 Any member whose subscription shall be unpaid after 31<sup>st</sup> August in any year shall not be permitted to use any law library maintained by the Society nor take advantage of any discounted rates on courses offered by the Society or any other benefits of membership of the Society, nor to vote as a member until his subscription, together with any interest thereon, has been paid.

- 34.7 The Committee shall have power to enter into an arrangement with any firm, local authority, public authority or department whereby any persons who are eligible to be members of the Society (in any Category of membership) and who are proprietors, partners, members, or employees of or in such firm, local authority or public body may be members of the Society and to set a "corporate subscription" due in respect of such persons collectively in accordance with such criteria as may from time to time be determined by the Committee.

## **GENERAL MEETINGS**

### **35. Annual General Meetings**

The Society shall hold in each year a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and the date of the next.

### **36. Convening general meetings**

The Committee may call general meetings and, on the requisition of members pursuant to the provisions of CA 2006, shall forthwith proceed to convene a general meeting in accordance with CA 2006. If there are not within the United Kingdom sufficient members of the Committee to call a general meeting, any member of the Committee or the members requisitioning the meeting (or any of them representing more than one half of the total voting rights of them all) may call a general meeting.

### **37. Notice of general meetings**

- 37.1 General meetings (other than an adjourned meeting) shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority who together represent not less than 90% of the total voting rights at that meeting of all the members.
- 37.2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.
- 37.3 Subject to the provisions of these Articles and to any restrictions imposed on members, the notice shall be given to all members and to the auditors for the time being of the Society.
- 37.4 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 at that meeting.

### **38. Resolutions requiring special notice**

- 38.1 If CA 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the Society at least 28 Clear Days before the general meeting at which it is to be proposed.
- 38.2 Where practicable, the Society must give the members notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, the Society must give the members at least 14 Clear Days' before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.
- 38.3 If, after notice to propose such a resolution has been given to the Society, a meeting is called for a date 28 Clear Days or less after the notice has been given, the notice shall be deemed to have been properly given, even though it was not given within the time required by Article 38.1.

### **39. Attendance and speaking at general meetings**

- 39.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- 39.2 A person is able to exercise the right to vote at a general meeting when:
- 39.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 39.2.2 *that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.*
- 39.3 The Committee may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 39.4 *In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.*
- 39.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
40. **Quorum for general meetings**
- 40.1 No business shall be transacted at any meeting unless a quorum is present. Subject to section 318(2) of CA 2006 and subject to Article 43.1, seven qualifying persons (as defined in section 318(3) of CA 2006) entitled to vote upon the business to be transacted shall be a quorum.
- 40.2 No business other than the appointment of the chairman of the meeting is to be transacted at a *general meeting if the persons attending it do not constitute a quorum.*
41. **Chairing general meetings**
- 41.1 The President shall be the chairman of all general meetings of the Society. In his absence, the Vice-President shall be the chairman. In the event of both being absent at the time appointed for the meeting, or of neither being willing to preside, the members present shall choose a chairman from amongst themselves at the meeting.
- 41.2 The person chairing a meeting in accordance with this Article is referred to as the **chairman of the meeting**.
42. **Attendance and speaking by non-members**
- 42.1 *The chairman of the meeting may permit other persons who are not:*
- 42.1.1 members of the Society, or
  - 42.1.2 otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.
43. **Adjournment**
- 43.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the meeting (if convened upon the requisition of members) shall be dissolved or (if not so convened) the chairman of the meeting must adjourn it. *If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.*
- 43.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 43.2.1 the meeting consents to an adjournment, or

- 43.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 43.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 43.4 When adjourning a general meeting, the chairman of the meeting must:
  - 43.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Committee, and
  - 43.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 43.5 If the continuation of an adjourned meeting is to take place more than 21 days after it was adjourned, the Society must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
  - 43.5.1 to the same persons to whom notice of the Society's general meetings is required to be given, and
  - 43.5.2 containing the same information which such notice is required to contain.
- 43.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **VOTING AT GENERAL MEETINGS**

##### **44. Voting: specific rights**

- 44.1 Full Members shall be entitled to receive notice of, attend, count in the quorum of, speak and vote at all meetings of the Society.
- 44.2 Affiliated Members and Associated Members shall be entitled to receive notice of and attend any meetings of the Society but shall not be entitled to count in the quorum of, speak or vote at any meetings of the Society.

##### **45. Voting: general**

- 45.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. Subject to any rights or restrictions to which members are subject, on a show of hands every Full Member who is present in person shall have one vote. A proxy shall not (as such) be entitled to vote on a show of hands.
- 45.2 No member shall vote at any general meeting, either in person or by proxy, unless all monies presently payable by him to the Society have been paid.
- 45.3 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 45.4 The election of the members of the Committee at the Annual General Meeting shall be decided by ballot. Every Full Member present in person or by proxy shall have one vote for every vacancy on the Committee but may at his discretion abstain from voting.
- 45.5 In the case of an equality of votes the chairman of the meeting (if he is a member of the Society entitled to vote at the meeting) shall have a casting vote in addition to the vote to which he is entitled as a member.



**46. Errors and disputes**

- 46.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 46.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

**47. Poll votes**

- 47.1 On a poll every Full Member who is present in person or by proxy shall have one vote. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 47.2 A poll on a resolution may be demanded:
  - 47.2.1 *in advance of the general meeting where it is to be put to the vote, or*
  - 47.2.2 *at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.*
- 47.3 A poll may be demanded by:
  - 47.3.1 *the chairman of the meeting;*
  - 47.3.2 *the Committee;*
  - 47.3.3 *2 or more persons having the right to vote on the resolution; or*
  - 47.3.4 *a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.*
- 47.4 A demand for a poll may be withdrawn if:
  - 47.4.1 *the poll has not yet been taken; and*
  - 47.4.2 *the chairman of the meeting consents to the withdrawal.*

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 47.5 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than 30 days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 47.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 47.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**48. Content of proxy notices**

- 48.1 Subject to the provisions of these Articles, a Full Member, Affiliated Member or Associated Member is entitled to appoint another person as his proxy to exercise all or any of his rights to

attend and to speak and vote at a general meeting. A person so appointed need not be a member of the Society.

- 48.2 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 48.2.1 states the name and address of the member appointing the proxy;
  - 48.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 48.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the members of the Committee may determine; and
  - 48.2.4 is delivered to the Society in accordance with the Articles and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate, and received by the Society:
    - 48.2.4.1 subject to Articles 48.2.4.2 and 48.2.4.3, in the case of a general meeting or adjourned meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the right to vote is to be exercised;
    - 48.2.4.2 in the case of a poll taken more than 48 hours after it is demanded, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
    - 48.2.4.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the time at which the poll was demanded or 24 hours before the time appointed for the taking of the poll, whichever is the later,
- and a proxy notice which is not delivered and received in such manner shall be invalid.
- 48.3 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions and the proxy is obliged to vote or abstain from voting in accordance with the specified instructions. However, the Society is not obliged to check whether a proxy votes or abstains from voting as he has been instructed and shall incur no liability for failing to do so. Failure by a proxy to vote or abstain from voting as instructed at a meeting shall not invalidate proceedings at that meeting.
- 48.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 48.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 48.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. **Delivery of proxy notices**

- 49.1 Any notice of a general meeting must specify the address or addresses (**proxy notification address**) at which the Society or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- 49.2 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 to a proxy notification address.

- 49.3 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.
- 49.4 A notice revoking a proxy appointment only takes effect if it is received by the Society:
- 49.4.1 in the case of a general or adjourned meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the right to vote is to be exercised;
  - 49.4.2 in the case of a poll taken more than 48 hours after it was demanded, not less than 24 before the time appointed for the taking of the poll; or
  - 49.4.3 in the case of a poll not taken forthwith but not more than 48 hours after it was demanded, at the time at which it was demanded or 24 hours before the time appointed for the taking of the poll, whichever is later,
- and a notice which is not delivered and received in such manner shall be invalid.
- 49.5 In calculating the periods referred to in Article 48 (Content of proxy notices) and this Article, no account shall be taken of any part of a day that is not a working day.

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 appointor's behalf.

## **50. Amendments to resolutions**

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 50.1.1 notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - 50.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 50.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 50.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **WRITTEN RESOLUTIONS**

### **51. Written resolutions**

A resolution of the members may be passed as a written resolution in accordance with chapter 2 of part 13 of CA 2006.

## **PART 5**

### **MISCELLANEOUS PROVISIONS COMMUNICATIONS**

#### **52. Means of communication to be used**

- 52.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which CA 2006 provides for documents or information which are authorised or required by any provision of CA 2006 to be sent or supplied by or to the Society.
- 52.2 Notices to and other communications with members may also be given by way of publication in a newspaper circulating in the Area or in any journal or bulletin distributed by the Society.
- 52.3 Any notice, communication, document or other information shall be deemed served on or delivered to the intended recipient:
- 52.3.1 if properly addressed and sent to an address in the United Kingdom by prepaid United Kingdom first class post, document exchange or other service which provides for delivery on the next working day, 24 hours after it was posted or left with, delivered to or collected by the relevant service provider;
  - 52.3.2 if properly addressed and sent to an address in the United Kingdom by prepaid United Kingdom second class post, or by prepaid post to an address outside the United Kingdom, 48 hours after it was posted;
  - 52.3.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 52.3.4 if properly addressed and sent or supplied by electronic means, at the time when the document or information was sent or supplied;
  - 52.3.5 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; and
  - 52.3.6 if sent or supplied by publication in a newspaper, journal or bulletin, on the date of publication.
- For the purposes of this Article 52.3, no account shall be taken of any part of a day that is not a working day.
- 52.4 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose of CA 2006.
- 52.5 Subject to the Articles, any notice or document to be sent or supplied to a member of the Committee in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that member of the Committee has asked to be sent or supplied with such notices or documents for the time being.
- 52.6 A member of the Committee may agree with the Society that notices or documents sent to that member of the Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **ADMINISTRATIVE ARRANGEMENTS**

#### **53. Society seals**

- 53.1 Any common seal may only be used by the authority of the Committee.
- 53.2 The Committee may decide by what means and in what form any common seal is to be used.

53.3 Unless otherwise decided by the Committee, if the Society has a common seal and it is affixed to a document, the document must also be signed by either at least 2 authorised persons or at least 1 authorised person in the presence of a witness who attests the signature.

53.4 For the purposes of this Article, an authorised person is:

53.4.1 any member of the Committee;

53.4.2 the Secretary; or

53.4.3 any person authorised by the Committee for the purpose of signing documents to which the common seal is applied.

**54. No right to inspect accounts and other records**

Except as provided by law or authorised by the Committee 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.

**55. Provision for employees on cessation of business**

The Committee may decide to make provision for the benefit of persons employed or formerly employed by the Society or any of its subsidiaries (other than a member of the Committee or former member of the Committee or a shadow member of the Committee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Society or that subsidiary.

**INDEMNITY AND INSURANCE FOR MEMBERS OF THE COMMITTEE**

**56. Indemnity**

56.1 Subject to Article 56.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

56.1.1 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:

56.1.1.1 in the actual or purported execution and/or discharge of his duties, or in relation to them; and

56.1.1.2 in relation to the Society's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of CA 2006),

including (in each case) 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

56.1.2 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 56.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

56.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

56.3 In this Article:

56.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

56.3.2 a **relevant officer** means any member of the Committee or other officer or former member of the Committee or other officer of the Society or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006)) and may, if the members so decide, include any person engaged by the Society (or any associated company) as auditor (whether or not he is also a member of the Committee or other officer), to the extent he acts in his capacity as auditor.

## 57. Insurance

57.1 The members of the Committee 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.

57.2 In this Article:

57.2.1 a **relevant officer** means any member of the Committee or other officer or former member of the Committee or other officer of the Society or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of CA 2006));

57.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Society, any associated company or any pension fund of the Society or associated company; and

57.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.