

Articles of Association
of
The Manchester Law Society

(as amended by a Special Resolution dated 15 November 2022)

GENERAL

1. In these Articles of Association:-

"The Act"	means the Companies Act 1985 and the Companies Act 2006 (as appropriate) including any statutory modification or re-enactment thereof for the time being in force;
"The Society"	means "The Manchester Law Society" ;
"The Council"	means the Council for the time being of the Society as described in Article 21;
"The U.K."	means the United Kingdom of Great Britain and Northern Ireland;
"in Writing"	means the representation or reproduction of words, symbols, or other information by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
"The membership circuit"	means the area within a radius of 20 miles from St Ann's Church, Manchester;
"The Officers"	means the President, Vice President, Deputy Vice President, Immediate Past President, Secretary, and Treasurer of the Society from time to time and shall mean and include any joint holders of any such office, all of whom shall hold office as director and/or company secretary;
"The Auditors"	means such firm of Chartered Accountants as shall from time to time hold office as the Society's Auditors.

Words importing the singular number shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and subject as aforesaid, any words or expressions defined in the Act (excluding any statutory modification thereof not in force at the date on which these Articles of Association become binding on the Society) shall, if not inconsistent with the subject or context, bear the same meanings in these Articles of Association.

2. The Council shall have the power to fix and vary the number of members of the Society from time to time as it sees fit.

MEMBERS

3. The following shall be eligible to be members of the Society:
- (1) All individuals who are either (a) solicitors; (b) barristers; (c) studying to qualify as either a solicitor or a barrister; or (d) employed by or a consultant to a firm of solicitors or barristers' chambers or an alternative business structure (as that expression is defined in the Legal Services Act 2007); and
 - (2) All firms of solicitors, barristers' chambers, and alternative business structures (each a **"Corporate Member"**).
4. (a) Any person desiring to be admitted as a member of the Society shall forward to the Society a proposal form signed by the candidate for membership which will embody an undertaking by the candidate to be bound by these Articles of Association and any other regulations of the Society from time to time in force. Unless Council shall within six weeks of receipt by the Society of the said proposal form decide otherwise the said candidate shall be duly elected a member.

- (b) Any firm desiring to be admitted as a Corporate Member of the Society shall forward to the Society a proposal form signed on behalf of the firm applying for membership will embody an undertaking by the firm to be bound by these Articles of Association and any other regulations of the Society from time to time in force. Unless Council shall within six weeks of receipt by the Society of the said proposal form decide otherwise the said firm shall be duly elected a Corporate Member.
5. The Secretary shall maintain a register and an index of members at the registered office of the Society. Such register and index shall be open to inspection by any member of the Society at any time during normal working hours. A member shall be entitled to a copy thereof on payment of a fee of £1.00 per page exclusive of Value Added Tax or such other amount as may be prescribed by the Officers from time to time.

SUBSCRIPTIONS

6. The subscriptions payable by members shall be an annual subscription as fixed from time to time by the Council (the "**Fixed Annual Subscription**"), unless otherwise set out below:-
- (a) in the case of individual membership for all members who are studying to qualify as either a solicitor or a barrister when the same falls due a nominal annual subscription as fixed from time to time by the Council;
- (b) in the case of individual membership for all members who have been admitted or enrolled as solicitors for less than three years when the same falls due an annual subscription of one half of the Fixed Annual Subscription ;
- (c) in the case of individual membership for members who do not practice or hold legal office in the cities of Manchester or Salford and who are members of another local law society the area of whose membership falls wholly or partially within the Membership Circuit an annual subscription of one half of the Fixed Annual Subscription;
- (d) in the case of Corporate Members, the area of whose membership falls outside the Membership Circuit, an annual subscription of one half of the Fixed Annual Subscription;
- (e) in the case of individual membership for members who have retired from practice and who have been members of the Society for at least twenty years an annual subscription to be fixed from time to time by the Council but not exceeding one half of the Fixed Annual Subscription ;
- (f) instead of the amounts variously calculated pursuant to sub-clauses (a) – (e) (both inclusive) a subscription of such amount as may be fixed from time to time by the Council in one sum which shall entitle the member paying it to be a member of the Society for life subject nevertheless to the regulations hereinafter contained.
7. If any new individual member (except a life member) shall be elected at any meeting of the Council held in the month of February onwards in any one year he shall pay his subscription for the calendar year on a prorated basis for each calendar month, or part thereof, until the first day of January in the following year.
8. Except as to new members, whose subscriptions for the first year shall become due on the day of their election, all yearly subscriptions shall fall due (a) in respect of individuals, on the first day of January in each year and (b) in respect of Corporate Members, on the yearly anniversary of their initial joining day. At least 21 days' notice of subscription renewals shall be given. Any member neglecting to pay his subscription for one calendar month after it becomes due, shall be reminded of his obligation in writing and if his subscription continues in arrears for 28 days thereafter he shall be considered to have resigned from the Society with effect from (c) 1 January in that year in respect of an individual and (d) the anniversary of the joining day in that year in respect of a Corporate Member, and his name shall be removed from the Register of Members.
9. All subscriptions and sums of money payable to the Society, shall be received by the Treasurer of the Society, whose receipt in writing shall be sufficient discharge for the same.

GENERAL MEETINGS

10. An Annual General Meeting of the Society (which shall be specified as such in the notices calling it) shall be held every year on a day to be fixed by the Council, when a profit and loss account for the year ending on 31st December last then preceding and a balance sheet as at that date shall be submitted, and the Council shall make a report in writing of its proceedings for the year preceding such meeting. Not more than fifteen months shall be allowed to elapse between any two Annual General Meetings.
11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. An Extraordinary General Meeting of the Society may be called by the Council whenever it may deem it desirable, and an Extraordinary General Meeting shall be called by the Secretary within 21 days after receiving a requisition therefore stating the business to be submitted to the meeting, addressed to him, and signed by at least ten members of the Society, and no other business shall be entertained at such meeting than that specified in the resolution of the Council, or the requisition of the members upon which such meeting shall be called. Any meeting called in pursuance of any such convening requisition shall be held within 28 days after the date of the notice convening the meeting.
13. Notice in writing of twenty-one clear days shall be given by the Secretary to the Auditors and to each member entitled to receive notices from the Society of the Annual or other General Meetings, which notice shall specify the date, place and time of the meeting, together with the general nature of the business proposed to be transacted thereat. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under s324 of the Act.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. A copy of the Register of Members shall be available for inspection at the Annual General Meeting and other General Meetings. No person shall be entitled to attend any General Meeting without the express invitation of the Officers nor to vote at any such General Meeting unless his name appears on such register and his subscription for the calendar year then current has been paid no less than 7 days before the date of the meeting.
16. At the Annual General Meeting and at all other General Meetings five members present in person shall be a quorum. The authorised representative of a Corporate Member shall be counted in the quorum. If within 15 minutes from the time appointed for an Annual General Meeting a quorum is not present, the meeting, if convened on a requisition, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and, if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed, the members present shall be a quorum.
17. At all General Meetings of the Society the President or failing him the Vice President or failing him the person present who has most recently held the office of President of the Society shall take the chair.
18. (1) No resolution shall be put at any meeting of the Society which is at variance with the declared objects of the Society.
(2) Subject as may herein be expressly provided to the contrary at any General Meeting a resolution put to the vote of the meeting shall be decided on show of hands unless on or before the declaration of the result thereof a poll be demanded by the Chairman or by at least three members present in person. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been passed whether unanimously or by a particular majority or lost or not carried by a particular majority and an entry in the minutes of the Society to that effect shall be conclusive evidence of the fact without proof of the number of votes cast in favour or against the said resolution. A demand for a poll may be withdrawn.

- (3) No poll shall be demanded on the election of the Chairman or on the adjournment of the meeting.
 - (4) A poll shall be taken at such place, at such time and in such manner (not being a postal vote) as the Chairman of the meeting shall direct.
 - (5) In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.
19. Every member of the Society shall have one vote. Votes shall be given personally (at those meetings which are not Annual General Meetings) whether on a show of hands or a poll.

OFFICERS AND COUNCIL

20. An Officer must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. An Officer must absent himself or herself from any discussions of the Officers in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including, but not limited to, any personal financial interest).
21. (1) The Council of the Society (all of whom shall be members thereof) shall consist of:-
- (a) the Officers;
 - (b) those persons who shall have held the office of President during the preceding three years;
 - (c) twenty-one ordinary members who shall be elected as hereinafter provided;
 - (d) such extraordinary members as shall be elected in accordance with paragraph (6) of this Article;
 - (e) such other members (not exceeding 10 in number) as may be co-opted by the Council to hold office until the next Annual General Meeting; and
 - (f) such members of the Society who are also members of the Council of The Law Society so long as they shall hold such office.
- (2) The President, Vice President, Deputy Vice President, Treasurer and Secretary for the coming year shall be elected annually by the Council and their names shall be stated in the Notice convening each Annual General Meeting. The Officers shall take up office with effect from the close of the Annual General Meeting in each year.
- (3) (a) Nominations for the position of any of the Officers shall be made in writing and deposited with the Administrative Secretary (as defined in Article 23 (10)) during the period of 14 days prior to the Council Meeting to be held in November of any year and nominations will close at the commencement of such Council Meeting;
- (b) the Administrative Secretary will maintain a list of nominations received during such period which will be posted at the registered office of the Society;
 - (c) all nominations must be proposed and seconded by members of Council and signed by the nominee as evidence of consent to serve, if elected;
 - (d) (i) Member of Council shall only be eligible for election to the office of President Vice President;
 - (ii) All members of the Society shall be eligible for election to the offices of Deputy Vice President, Secretary, and Treasurer;
 - (e) the Officers shall decide at the time when the nominations are open whether any office (other than that of President) shall be held by any person or whether there shall be joint holders for the year to commence after the Annual General Meeting next then ensuing;
 - (f) all Officers may stand for re-election provided that:-

- (i) No President or Vice-President shall hold such office for more than 2 consecutive years or such shorter period as when aggregated with any period of service as an ordinary member of the Council and/or as an officer (less any period of service which may be ignored by virtue of Article 21(4)(c) shall total 15 years or more);
 - (ii) No Secretary or Treasurer shall hold office for more than ten consecutive years;
- (g) a person may stand for election to hold an office previously held by him provided that:-
 - (i) At the date of the meeting of the Council to hold such election less than 3 years have lapsed since he last held that office; and
 - (ii) (Unless the office concerned is that of Vice President or President of the Society) at the date of the Annual General Meeting next following such meeting of the Council he shall not have served 15 years or more as a member of the Council or since re-election to the Council pursuant to Article 21(4)(c) following retirement pursuant to Article 21(4)(a)(ii);
- (h) A report will be given to the Council Meeting to be held in November of each year of all nominations received and in the event of there being only one valid nomination for any office the nominee will be elected at that meeting;
- (i) In the event of there being more than one valid nomination there shall be an election by secret ballot and the following procedure will be adopted:-
 - (i) a voting paper will be sent by the Secretary to each Council member entitled to vote at least 14 days prior to the meeting of Council to be held in December of any year;
 - (ii) the voting paper will specify the office or offices for which such election is to be held, the nominations received for each such office together with the names of the proposer and seconder and shall include a space for the recipient to record his vote;
 - (iii) the voting paper will also state that votes may be cast by returning the voting paper to the Administrative Secretary at any time prior to the commencement of the Council Meeting to be held in December of that year;
 - (iv) the result of the voting will be announced at the Council Meeting in that December;
- (4) (a) At each Annual General Meeting seven ordinary members of the Council (or such smaller number of ordinary members as will together with any subsisting vacancy or vacancies caused by operation of Article 24 or otherwise make up the number of vacancies in ordinary membership to seven) shall retire. In ascertaining which ordinary members shall retire the following order shall be adopted:-
 - (i) (At the discretion of the Officers) those, the percentage of whose actual attendance at meetings of Council, and of the Committees of the Council, on which those members had been appointed to serve to possible attendances shall be less than 60); then
 - (ii) those who have served 15 years or more as a member of the Council at the date of the Annual General Meeting other than a person who has been elected to serve as Vice President or President of the Society for the year ensuing after the next Annual General Meeting; then
 - (iii) those who have served for the longest as ordinary members of the Council since they were last elected or re-elected to Council and the seniority of members with equal length of such service shall where necessary be determined by ballot to be conducted by the Council in such manner as the President for the time being shall prescribe.

- (b) In addition any member of Council, whether ordinary member, Officer or otherwise, who shall be elected to the Council of the Law Society shall retire with effect from such election and shall not be eligible for re-election to Council whilst he holds such office other than as an ex-officio member pursuant to Article 21(1)(f).
 - (c) Only those members retiring pursuant to Article 21(4)(a)(iii) shall be eligible for re-election provided that a member who has retired pursuant to the provisions of Article 21(4)(a)(ii) shall be eligible for re-election if 3 years or more have elapsed since his retirement and if he is so elected then his previous period of service shall be ignored in calculating thereafter the number of years of service on the Council.
 - (d) In calculating the period of 15 years for the purposes of 21(4)(a)(ii) above any period spent serving as an Officer shall be reckoned.
 - (e) Without prejudice to Article 21(4)(d) in the event that an Officer serving as such at the date of adoption of these Articles shall already have served 15 years or more as a member of Council he shall continue to serve as such Officer and shall only be required to retire as a member of Council at the Annual General Meeting next following his retirement from his position as such Officer.
- (5) Not less than twenty-one days before each Annual General Meeting a nomination sheet shall be posted at the Registered Office of the Society and/or in such place as the Council may from time to time determine and notice of such posting shall be contained in the notice convening the Meeting. The name of each candidate nominated for election as an ordinary member shall be entered on such sheet together with the names of four nominators all of whom shall be members of the Society. Each candidate so nominated shall personally sign such nomination sheet or forward to the Secretary a letter personally signed by him authorising the entry of his name on the nomination sheet. The nomination sheet shall be closed seven days prior to the date of the Annual General Meeting unless it shall then contain fewer duly nominated candidates than the number of vacancies to be filled in which case it shall be closed at 4.00 p.m. on the first day thereafter on which the necessary number of candidates shall have been duly nominated and in any event no later than 24 hours before the time fixed for the Annual General Meeting.
- (6) (a) Any member of the Society who is also a member of a local law society existent within the membership circuit which contributes such annual sum to the funds of the Society as the Council shall from time to time prescribe and who is nominated in that behalf by such law society shall be eligible to be elected an extraordinary member of the Council.
- (b) The Council may from time to time prescribe the time and method of such nomination and of the election of any extraordinary member and the period not exceeding three years for which any extraordinary member shall hold office unless re-nominated and re-elected. Extraordinary members so elected shall have the same powers and duties during their term of office as are given to the ordinary members of the Council save that they shall not be entitled to vote in the election of Officers.

PROXIES : APPOINTMENT AND VOTING

22. (1) Any member of the Society is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at an Annual General Meeting of the Society.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve);

"The Manchester Law Society

I/We,, of, being a member / members of the above named Society, hereby appoint of, or failing him / her, of as my / our proxy to vote in my / our name(s) and on

my/our behalf at the Annual General Meeting of the Society to be held on
20....., and at any adjournment thereof.

Signed on20"

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of 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);

"The Manchester Law Society

I/We,, of, being a member / members of the above named Society, hereby appoint of, or failing him / her, of as my / our proxy to vote in my / our name(s) and on my/our behalf at the Annual General Meeting of the Society to be held on
20....., and at any adjournment thereof.

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

Resolution No 1 "for" "against"*

Resolution No 2 "for" "against"*

*Strike out whichever is not desired

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

Signed on20"

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of which authority certified by a notary or in some other way approved by the Officers) may be lodged with the Society as follows:
- (i) in the case of an instrument in writing be deposited at the registered office or at such other place within the United Kingdom as is 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received 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
 - (iii) 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 or to another Officer.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause (4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a Corporate Member shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Society at:
- (i) its registered office; or
 - (ii) 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 is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

POWERS AND DUTIES OF THE COUNCIL

23. The Council shall manage the affairs of the Society, and in particular shall have power:-
- (1) to decide upon the admission or rejection of persons desirous of becoming members of the Society, and to accept resignations of members;
 - (2) to make regulations for any matters which are authorised by these Articles to be determined by regulations, and for every case of exigency which may arise, not provided for by the then existing regulations, such regulations to be in force until otherwise resolved by the Society in General Meeting;
 - (3) to decide as amongst members disputed points of professional practice;
 - (4) to petition or memorialise the Crown, or Parliament, or the Government, or any public body or functionary;
 - (5) to do all such acts as they may think necessary for furthering the objects of the Society;
 - (6) from time to time to invest howsoever they may think fit any funds of the Society, with power to sell and vary such investments or any part thereof, and to dispose of the said funds in accordance with the Memorandum and Articles of Association of the Society;
 - (7) from time to time to subscribe to the funds of charitable organisations and in particular the Solicitor's Charity, and such charity as is nominated from the President from time to time as the Society's charity of the year;
 - (8) to admit a person, whether residing within the membership circuit or not, to be honorary members or associates of the Society, and to define the privileges which such persons shall enjoy with reference to the Society, except that no such person shall be deemed to be a member of the Society for any of the purposes of these presents; and also to revoke for any cause thought sufficient by the Council, the admission of any person as such honorary member or associate;
 - (9) to fill up all vacancies which may occur in their own body or in the Officers by death, resignation or otherwise, during the intervals between Annual General Meetings;
 - (10) to engage and discharge any clerk or other salaried Officer and to fix the salary or remuneration and the duties of any such clerk or Officer. In particular to engage and discharge as a full time servant of the Society any person whether or not a practising Solicitor or a Barrister at Law and to be known as the Administrative Secretary. Such appointment to be open such terms and conditions and with such duties in regard to the management of the affairs of the Society as the Council shall from time to time prescribe;
 - (11) to censure and expel any member of the Society, subject to the following provisions:
 - (a) if it shall appear to the Officers that there is any reason to believe that any member:-
 - (i) has been guilty of misconduct in his professional practice, or of disobedience to any regulations of the Society or decision or rule of practice made or established by the Council in exercise of powers given to them by these Articles, or of conduct in connection with his professional practice which in the opinion of the Officers is detrimental to the character, status or interest of the profession; or
 - (ii) is a bankrupt, or has made any arrangement or composition with his creditors generally.

The Officers shall send to such member a statement in writing of the conduct or event imputing to or against him, and shall afford him an opportunity of giving an explanation in writing or in person, as he may elect;

- (b) if, on the consideration of such explanation or in the absence of any explanation, the Officers shall be of opinion that such member ought to be censured or expelled from the Society, they shall state their opinion in the form of a report to be laid before the Council, and such member shall be liable by resolution of the Council to be censured or expelled from the Society, and if a resolution expelling him from the Society be passed he shall cease to be a member thereof. Provided always that no such resolution shall be passed or have any validity or effect unless the member in question has been given a proper opportunity to attend and be heard at the meeting at which such resolution is to be considered.
- 24. The Council shall have power from time to time to grant leave of absences for such period or periods including retrospective periods as they may think fit to any member of Council who in the opinion of Council ought for any special reason to be excused from his duties of such member of Council and in case of such leave being given the member to whom it is given shall be considered for the purpose of his attendance percentage to have been present at all meetings held during the period of such leave of absence.
- 25. Every ordinary member appointed by the Council under Article 21(a) to fill a casual or intermediate vacancy shall retire at the next Annual General Meeting following his appointment, but shall be eligible for re-election, unless the percentage of his possible to actual attendances at meetings of the Council and committees of Council since the date of his appointment does not reach that provided in Article 21(4)(a)(i).

PROCEEDINGS OF THE COUNCIL

- 26.
 - (1) The President of the Society for the time being shall be the Chairman and the Vice President shall be the Deputy Chairman of the Council. The Council shall at its first meeting after the Annual General Meeting in each year appoint on the recommendation of the Officers such committees from amongst the members of the Council for the current year as may be thought fit, without prejudice to the power of the Council at any time to appoint further Committees and to dissolve any such Committee as they shall think expedient and the power to make regulations for the conduct of the proceedings of all committees approved under this Article;
 - (2) The Council shall hold as many meetings during the year as may be considered necessary for the dispatch of business. At all such meetings five members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote;
 - (3) A record of the attendances of each member of the Council at meetings of the Council and or every Committee of which he is for the time being a member shall be kept by the Secretary;
 - (4) The Council shall cause proper minutes to be made of the election of Officers by the Council and of the proceedings of all meetings of the Society and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated;
 - (5) The continuing members of the Council may act notwithstanding any vacancies in their body;
 - (6) The Council may regulate their meetings as they think fit;
 - (7) Upon the request of the President or Vice President or any five other members of the Council at any time the Secretary shall summon a meeting of the Council. A member who is absent from the U.K. shall not be entitled to notice of a meeting.
- 27. A resolution in writing signed by all the members for the time being of the Council or any Committee who are duly entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and held.

DISQUALIFICATION OF MEMBERS OF COUNCIL

28. The office of a member of the Council shall be vacated forthwith:-
- (a) if a receiving order is made against him or makes any arrangement or compositions with his creditors generally; or
 - (b) if he becomes incapable by reason of mental disorder, illness or injury, of managing his or her own affairs; or
 - (c) if he ceases to be a member of the Society; or
 - (d) if by notice in writing to the Society he resigns his office; or
 - (e) if being a member of Council by reason of his membership of the Council of The Law Society he shall cease to be a member of the Council of The Law Society.
29. If, in any three month period, a member of the Council fails to attend 60% or more of the meetings of the Council, without showing just cause, then the Officers shall have the right to require such member of the Council to vacate his office forthwith.

ACCOUNTS

30. The Council shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods and services by the Society; and
 - (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

31. The books of account shall be kept at the registered office of the Society and shall be open to inspection of the members of the Council at all reasonable times during business hours by prior arrangement with the Administrative Secretary.
32. The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Society, or any of them, and subject to such restrictions the accounts and books of the Society shall be open to the inspection of such members of all reasonable times during business hours.
33. At the Annual General Meeting in every year the Council shall lay before the Society a profit and loss account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by the reports of the Council and the Auditors, and copies of such accounts, balance sheets and reports and/or any other documents required by law to be annexed thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

34. Once at least in every year the accounts of the Society shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors.

NOTICES

35. A notice may be served by the Society upon any member:-
- (a) personally; or
 - (b) by email to such address as is held in the register of Members for that Member; or

(c) by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the Register of Members.

36. Any member described in the register of members by an address not within the U.K. who shall from time to time give the Society an address within the U.K. at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the U.K. shall be entitled to receive notices from the Society.

DISSOLUTION

37. 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 to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 of the Memorandum of Association of the Society, such institution or 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 such provision, then to some charitable object.

INDEMNITY

38. (1) Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every member of the Council shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty, or breach of trust in relation to the affairs of the Society.
- (2) Any member of the Council or of the Society who with prior approval of the Officers or of the Council incurs any expense in connection with the carrying out of the business of the Council or of the Society shall be entitled to be indemnified by the Society in respect thereof subject to the production of all appropriate vouchers in respect thereof if so requested by the Officers.

Draft 28.4.92

"A"

No. 52546

MEMORANDUM OF ASSOCIATION
OF
THE MANCHESTER LAW SOCIETY
(as adopted by Special Resolution dated [21 June] 1992)

1. The name of the Society is "THE MANCHESTER LAW SOCIETY" *
2. The Registered Office of the Society is situated in England.
3. The objects of the Society are:-
 - (a) To support and protect the character, status and interests of solicitors practising within a circuit having a radius of twenty miles from St. Anns Church, Manchester, to promote honourable practice among such solicitors and to decide and/or bring about the settlement of disputed points of professional practice which may be referred to the Society.
 - (b) To deal with matters affecting the profession at large;
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Society;
 - (d) To support, either alone or in conjunction with any other person or body, the establishment of advice centres, bureaux, tribunals, courts or other arrangements for the disposal of disputes and any other organisations or schemes which have as their purpose the facilitation of the administration of justice or are connected therewith;
 - (e) To disseminate news and information to members and promote their

*By Special Resolution dated 25th August 1910 the name of the Society was changed from "Manchester Incorporated Law Association".

continuing education and understanding in and of the law and all matters relevant to their practice of the law.

- (f) To disseminate aid and advice to, and foster good relations with, the general public or any section thereof;
- (g) To contribute to or pay money for such charitable and or benevolent purpose as the governing body for the time being of the Society ("the Council") shall from time to time decide, to raise money for the purpose of or to establish a fund for charitable and/or benevolent objects and to grant financial aid to any past or present member of the Society or his dependants in need of assistance;
- (h) To encourage and facilitate co-operation and social intercourse among members of the Society and members of other such societies and professions and other bodies and persons;
- (i) To undertake or administer any other matters which may be delegated to or in the opinion of the Council be the concern of the Society,
- (j) To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (k) To do all such other things as the Council may consider are necessary, incidental or conducive to the attainment of the above objects or any of them.

4. The income and gains and property of the Society shall be applied solely towards the promotion of its objects as set out above 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:-

- (a) of reasonable and proper remuneration and/or expenses to any member

of the Society for any services rendered to or on behalf of the Society;

(b) of interest on money lent by any member of the Society on normal commercial terms prevailing at the time of the loan; and

(c) of reasonable and proper rent for premises demised or let by a member to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member; and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds.