

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

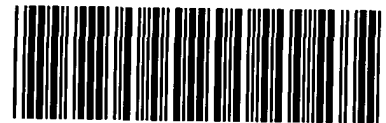
of

BRISTOL LAW SOCIETY(THE)

(Registered Number 00005295)

(adopted by Special Resolution passed on 21 November 2023)

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
BRISTOL LAW SOCIETY(THE)
(Adopted by special resolution passed on 21 November 2023)

1. INTERPRETATION

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

“Act”	means the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force;
“Articles”	means the Articles of the Society;
“Associate Member”	has the meaning given in article 15.4;
“Business Day”	means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;
“Clear Days”	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or which it is to take effect;
“Committee”	has the meaning given in article 4.1.1;
“communication”	means the same as in the Electronic Communications Act 2000;
“Council”	means the council of the Society constituted in accordance with article 9;
“Council Meeting”	has the meaning given in article 12.1;
“Council Members”	means the persons appointed to the Council in accordance with article 9.1;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“Early Leavers”	has the meaning given in article 9.6.2;
“electronic communication”	Means the same as in the Electronic Communications Act 2000’
“electronic form”	has the meaning given in section 1168 of the Act;

"Executive Council"	means the council comprised of the Executive Council Members only;
"Executive Council Meeting"	has the meaning given in article 11.1;
"Executive Council Members"	means the Officers, the Senior Employee Member and the Honorary Executive Council Member (if any) of the Society from time to time;
"firm"	includes any body corporate, alternative business structure, partnership, limited liability partnership or other business vehicle (including a sole principal) authorised and regulated by an Approved Regulator as defined by the Legal Services Act 2007 including any statutory modification or re-enactment thereof and for the time being in force;
"Full Members"	has the meaning given in article 15.3;
"Honorary Executive Council Member"	has the meaning given in article 8.13;
"Honorary Member"	has the meaning given in article 15.6;
"Honorary Secretary"	means individual(s) appointed to be the secretary of the Society from time to time and any other persons appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;
"Honorary Treasurer"	means the individual(s) appointed to be the treasurer of the Society from time to time and any other persons appointed to perform the duties of the treasurer of the Society, including a joint, assistant or deputy treasurer;
"Immediate Past President"	means the individual(s) who was the President of the Society for the immediately preceding term from time to time (including any individuals who were joint or co-presidents in the preceding term);
"Junior Vice-President"	means the individual(s) appointed to be the junior vice-president of the Society from time to time;
"Law Society"	means the Law Society of England and Wales;
"Member"	means a person whose name is entered in the Register of Members of the Society and Membership shall be construed accordingly;

"Model Articles"	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and reference to a numbered "Model Article" is a reference to that article of the Model Articles;
"Office"	means the registered office of the Society;
"Officers"	means any persons taking up the roles of the President, the Junior Vice-President, the Senior Vice-President, the Immediate Past President, the Honorary Treasurer, the Honorary Secretary from time to time;
"ordinary resolution"	has the meaning given in section 282 of the Act;
"Present"	means attending a meeting whether in person, by written proxy, or by audio/video connection;
"President"	means the individual(s) appointed to be the president of the Society from time to time and any other person appointed to perform the duties of the President, including joint or co-presidents;
"Presidential Pathway"	means the pathway to holding the role of President;
"Seal"	means the common seal of the Society;
"Senior Employee Member"	means the CEO (or other such senior employee as approved by the Executive Council in accordance with article 8.12) or any person in a temporary acting CEO role of the Society from time to time;
"Senior Vice-President"	means the individual(s) appointed to be the senior vice-president of the Society from time to time;
"Society"	means Bristol Law Society(The) with company registration number 00005295;
"special resolution"	has the meaning given in section 283 of the Act;
"subsidiary"	has the meaning given in section 1159 of the Act; 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 the Act shall have the same meanings in these Articles (excluding any statutory modification thereof not in force when these Articles becoming binding on the Society).
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. A reference to a document being signed shall include the relevant document being signed electronically provided it is signed in accordance with the Law Society practice note on electronic signatures and provided that the identity of the signatory has been confirmed.
- 1.8. The Model Articles shall apply to the Society, except in so far as they are modified or excluded by these Articles.
- 1.9. The following Model Articles shall not apply to the Society:
- 1.9.1. 1 (Defined terms);
 - 1.9.2. 2 (Liability of Members);
 - 1.9.3. 8 (Unanimous decisions);
 - 1.9.4. 9(1) and (3) (Calling a directors' meeting);
 - 1.9.5. 11(2) and (3) (Quorum for directors' meeting);
 - 1.9.6. 12 (Chairing of directors' meetings);
 - 1.9.7. 13 (Casting vote);
 - 1.9.8. 14 (1), (2), (3) and (4) (Conflicts of interest);

- 1.9.9. 15 (Records of decisions to be kept);
 - 1.9.10. 17(2) and (3) (Methods of appointing directors);
 - 1.9.11. 19 (Directors' remuneration);
 - 1.9.12. 21 (Applications for membership);
 - 1.9.13. 22 (Termination of membership);
 - 1.9.14. 25 (Chairing at general meetings);
 - 1.9.15. 30 (Poll votes);
 - 1.9.16. 31 (Content of proxy notices);
 - 1.9.17. 32 (Delivery of proxy notices);
 - 1.9.18. 35 (Company seals);
 - 1.9.19. 37 (Provision for employees on cessation of business);
 - 1.9.20. 38 (Indemnity);
 - 1.9.21. 39 (Insurance).
- 1.10. Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Company's business".
- 1.11. Model Article 7 (Directors to take decisions collectively) shall be amended by:
- 1.11.1. the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
 - 1.11.2. the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".
 - 1.11.3. the insertion of the words at the end of Model Article 7(2) "A sole director shall be entitled to exercise all powers and discretions conferred on the directors by the Act or the Articles and that nothing in these Articles is to be construed as requiring the Society to have more than one director ".

2. **OBJECT**

- 2.1. The object for which the Society was established is to promote the success of the legal profession and anything incidental or tangential to this object.
- 2.2. For the avoidance of doubt, these Articles replace any previous memorandum and articles of the Society.

3. POWERS

3.1. In pursuance of the object set out in article 2, the Executive Council shall manage the business of the Society in accordance with its objects and has the power to:

- 3.1.1. buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Society;
- 3.1.2. borrow and raise money in such manner as the Council shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Society's property and assets;
- 3.1.3. invest and deal with the funds of the Society not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.1.4. lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Council, affect or advance the principal object in any way;
- 3.1.5. pay all or any expenses incurred in connection with the promotion of the Society and to contract with any person, firm or company to pay the same;
- 3.1.6. enter into contracts to provide services to or on behalf of other bodies;
- 3.1.7. provide and assist in the provision of money, materials or other help (including but not limited to bursaries, grants and scholarships) to third parties (including but not limited to charities, organisations with similar objectives and individuals);
- 3.1.8. open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.9. dispose of the funds of the Society for the purpose of the Society;
- 3.1.10. manage and superintend the affairs of the Society;
- 3.1.11. appoint their own meetings and to regulate their own proceedings; and
- 3.1.12. delegate any of their powers or duties (except the power of making money grants) to any Committee.

- 3.2. No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of the Executive Council or the Council which would have been valid if that alteration had not been made or that direction had not been given.
- 3.3. The powers given by this article 3 shall not be limited by any special power given to the Executive Council or the Council by the Articles and a meeting of the Executive Council at which a quorum is present may exercise all powers exercisable by the Executive Council.

4. **DELEGATION OF COUNCIL POWERS**

- 4.1. The Executive Council or the Council may delegate any of their powers to:
 - 4.1.1. any committee consisting of one or more Executive Council Members ("**Committee**") or
 - 4.1.2. any individual Executive Council Member or Council Member.
- 4.2. Any such delegation under article 4.1 may be made subject to any conditions the Executive Council or the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more committee members shall be governed by the Articles regulating the proceedings of the Executive Council or the Council so far as they are capable of applying.
- 4.3. Any Committee of the Executive Council or the Council may include any number of Members approved by the Executive Council or the Council.
- 4.4. The Executive Council or the Council may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

5. **INCOME**

- 5.1. The income and property of the Society from wherever derived shall be applied solely in promoting the Society's objects.

5.2. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Society of:

5.2.1. reasonable and proper remuneration to the Senior Employee Member in relation to their employment with the Society;

5.2.2. any interest on money lent by any Executive Council Member, any Council Member or any Member at a reasonable and proper rate;

5.2.3. reasonable and proper rent for premises demised or let by the Society on behalf of its Members; or

5.2.4. reasonable out-of-pocket expenses properly incurred by any Executive Council Member, or any Council Member, or any Member or any Committee.

6. WINDING UP

6.1. On the winding-up of the Society, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to any replacement or suitable alternative local organisation with the same or similar objectives as the Society.

6.2. In such a scenario whereby, a suitable organisation cannot be identified it shall be distributed to another body (charitable or otherwise) with objects similar to those of the Society. Such body to be determined by resolution of the Members at or before the time of winding up and, subject to any such resolution of the Members, may be made by resolution of the Council at or before the time of winding up.

7. GUARANTEE

7.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

7.1.1. payment of the Society's debts and liabilities contracted before they cease to be a Member,

7.1.2. payment of the costs, charges and expenses of the winding up, and

7.1.3. adjustment of the rights of the contributories among themselves.

8. EXECUTIVE COUNCIL MEMBERS APPOINTMENT AND RETIREMENT

- 8.1. The statutory directors of the Society shall be the Officers and the Senior Employee Member of the Society only.
- 8.2. The Executive Council is comprised of:
 - 8.2.1. the Officers (as elected annually in accordance with this article 8) who are entitled to vote pursuant to article 8.7;
 - 8.2.2. the Senior Employee Member (pursuant to article 8.12) who is entitled to vote pursuant to article 8.7; and
 - 8.2.3. any Honorary Executive Council Member (pursuant to article 8.13) who is entitled to attend and speak but not vote or count towards the quorum requirements at Executive Council Meetings and Council Meetings.
- 8.3. The Officers, other than the immediate Past President, shall be elected annually at the annual general meeting in accordance with article 22 and shall, subject to article 8.4 hold office until the next following annual general meeting when they shall retire from office and/or be confirmed as continuing on the Presidential Pathway.
- 8.4. Any Officer who takes up a role on the Presidential Pathway is appointed for a four-year term to enable such Officer to fulfil all Executive Council roles associated with the Presidential Pathway (being Junior Vice-President, Senior Vice-President, President, and Immediate Past President). However, this does not prevent the Junior Vice-President, the Senior Vice-President or the President changing roles and/or accelerating or decelerating their route through the Presidential Pathway and/or the additional or removal of any additional Officer.
- 8.5. No Officer shall hold the office of President for more than one year consecutively, or one or both offices of Vice-President for more than two years consecutively (except where the Council agrees that the President and/or Vice-Presidents shall be eligible for re-election).
- 8.6. Job sharing of the Officer roles is permitted and if this is the case, all individuals undertaking such Officer role shall be statutory directors of the Society.
- 8.7. Each Officer and Senior Employee Member shall be entitled to the equivalent of one vote at both Executive Council Meetings and Council Meetings. For the avoidance of doubt, where more than one individual holds an Officer role by way of a job share,

such individuals are entitled to their own distinct vote and are not obliged to cast such vote in agreement with any other individuals who hold the same role.

- 8.8. At least 50% of Officers shall be Full Members.
- 8.9. The Immediate Past President shall not be eligible for election as an Officer at the annual general meeting at which they shall retire from the office of Immediate Past President (except where the Executive Council agrees that the President or Vice-President shall be eligible for re-election due to exceptional circumstances in accordance with article 8.5).
- 8.10. At least fifteen Clear Days before the holding of the annual general meeting a list shall be prepared and published on the Society's website showing how many times each Officer has attended meetings of the Executive Council; and when it shall thereby appear that any Officer has attended no Executive Council Meetings during the past year, their place on the Executive Council shall from and after such annual general meeting become vacant, and the members may at such annual general meeting re-elect such Member, or may elect some other Member to serve on the Executive Council.
- 8.11. If any Officer shall be absent from all Executive Council Meetings and Council Meetings (as appropriate) during a period of six calendar months (unless excused by the Executive Council or Council (as appropriate)) they shall be considered by their absence to have tendered their resignation but the Executive Council may accept or decline such deemed resignation as they think proper.
- 8.12. The CEO of the Society from time to time shall be automatically appointed to the Executive Council upon commencement of their employment with the Society. Subject to the approval of the Executive Council, any other senior employee of the Society can be appointed to the Executive Council in lieu of the CEO of the Society. This article 8.12 does not apply to the Society's CEO in office as at the date these Articles are adopted. The Society's CEO in office as at the date of these Articles is automatically appointed as a director and to the Executive Council upon adoption of these Articles.
- 8.13. The Executive Council have the right at any time to appoint any other person to the Executive Council (whether or not such person is a Member of the Society) whom they believe will assist with promotion of the Society's Objects or whom they otherwise

consider appropriate in their absolute discretion ("**Honorary Executive Council Member**"). Appointment of an Honorary Executive Council Member will:

- 8.13.1. require the vote of more than 50% of the Executive Council; and
- 8.13.2. be for a term of no more than one year unless the Executive Council agrees (by way of a vote of more than 50% of the Executive Council) to re-appoint the Honorary Executive Council Member.

8.14. An Executive Council Member shall vacate office if:

- 8.14.1. they cease to be an Executive Council Member by virtue of any provision of the Act or they become prohibited by law for being a director of a company;
- 8.14.2. they become bankrupt or makes any arrangement or composition with his creditors generally; or
- 8.14.3. a registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person has become physically or mentally incapable of acting as an Executive Council Member and may remain so for more than three months;
- 8.14.4. they resign their membership of the Executive Council by notice to the Society or, in the case of any Executive Council Member who is not the Senior Employee Member, becomes an employee of the Society;
- 8.14.5. in the case of an Officer, they cease to be a Member of the Society; or
- 8.14.6. in the case of the Senior Employee Member only, they cease to be an employee of the Society (for any reason whatsoever).

9. **COUNCIL MEMBERS APPOINTMENT AND RETIREMENT**

9.1. The Council may fill any vacancy of a Council Member arising at any time. Any Council Member appointed under this article 9.1 shall retire at the next annual general meeting but may offer themselves up for re-election to the Council.

9.2. All Members (save for Executive Council Members) are eligible to nominate themselves to be Council Members.

9.3. Corporate Members are entitled to nominate individuals employed by their organisation to be appointed to the Council.

9.4. There can be any number of ordinary Council Members at any one time.

- 9.5. At each annual general meeting any ordinary Council Member who has then held office for three consecutive years shall retire.
- 9.6. If fewer than four Council Members shall retire under article 9.5, such number of additional Council Members shall retire as shall make the number to retire equal to four. Those to retire shall be identified as follows:
- 9.6.1. there shall be identified those Council Members next longest in office and, in the absence of volunteers for retirement amongst them, those to retire shall be selected by drawing lots in such manner as the President shall specify;
- 9.6.2. where other Council Members have died, resigned or vacated office during the year prior to the annual general meeting (or indicated a desire to resign or vacate office at the next annual general meeting) ("**Early Leavers**") the Council may resolve such Early Leavers count towards the minimum of four Council Members to retire but without prejudice to its ability to select Council Members to retire under article 9.6.1. On any resolution of Council to apply the provisions of this article 9.6.2 those Council Members who would be liable to be selected to retire on the drawing of lots under article 9.6.1 shall have no right to be present at the Council Meeting (or part thereof) at which such decision is taken.
- 9.7. One of the Council Members retiring under article 9.5 and article 9.6 may be nominated by the Council for re-election as a Council Member but the other retiring Council Members shall not be eligible for re-election as Council Members until the annual general meeting next following that at which they retire. Sufficient candidates from amongst the Members who are eligible to be Council Members may be nominated to be elected at each annual general meeting to fill the vacancies arising by reason of retirement or occasioned by death, resignation or otherwise during the interval since the last annual general meeting from amongst the members who are eligible to be Council Members.
- 9.8. At least fifteen Clear Days before the holding of the annual general meeting a list shall be prepared and published on the Society's website showing how many times each Council Member has attended Council Meetings; and when it shall thereby appear that any Council Member has attended no Council Meeting during the past year, their place on the Council shall from and after such annual general meeting become

vacant, and the members may at such annual general meeting re-elect such Member, or may elect some other Member to serve on the Council.

9.9. If any Council Member shall be absent from all Council Meetings during a period of six calendar months (unless excused by the Council) they shall be considered by their absence to have tendered their resignation but the Council may accept or decline such deemed resignation as they think proper.

9.10. A Council Member shall vacate office if:

9.10.1. they cease to be a Council Member by virtue of any provision of the Act or they become prohibited by law for being a director of a company;

9.10.2. they become bankrupt or makes any arrangement or composition with his creditors generally; or

9.10.3. a registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months; or

9.10.4. they resign their membership of the Council by notice to the Society.

10. **COUNCIL COMPOSITION**

10.1. The affairs of the Society will be managed by the Executive Council consisting of the Executive Council Members.

10.2. The Executive Council will be supported by the Council in the management of the affairs of the Society. The Council will be comprised of the Executive Council Members and can be observed by the Council Members.

11. **PROCEEDINGS OF THE EXECUTIVE COUNCIL**

11.1. The Executive Council Members shall meet in person no less than every other calendar month ("**Executive Council Meetings**").

11.2. The Executive Council Meetings can take place via telephone or other remote video methods if agreed by at least three Executive Council Members entitled to vote at such Executive Council Meeting (being the Officers and the Senior Employee Member).

- 11.3. Any Officer or the Senior Employee Member may call an Executive Council Meeting by giving sufficient notice of the Executive Council Meeting (or such lesser notice as all the Executive Council Members may agree) to the Executive Council Members or by authorising the Honorary Secretary to give such notice.
- 11.4. Notice of an Executive Council Meeting shall be given to each Executive Council Member in writing (including email) and must indicate:
- 11.4.1. the Executive Council Meeting's proposed date and time;
 - 11.4.2. where the Executive Council Meeting is to take place; and,
 - 11.4.3. if it is anticipated that the Executive Council Members 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.
- 11.5. The President for the time being of the Society shall be the chair of all Executive Council Meetings and in their absence the role of chair shall fall in order to:
- 11.5.1. the Senior Vice-President;
 - 11.5.2. the Junior Vice-President; and
 - 11.5.3. such other Executive Council Member as the meeting shall appoint.
- 11.6. All questions for all Executive Council Meetings shall be decided by a majority of votes and the chair in all cases of equality of votes shall have an additional casting vote.
- 11.7. The quorum for an Executive Council Meeting where any matter of business is to be voted on shall be more than 50% Executive Council Members who are entitled to vote pursuant to article 8.2 (being the Officers and the Senior Employee Member).
- 11.8. An Executive Council Member who is entitled to vote (being the Officers and the Senior Employee Member) shall not be counted in the quorum present at an Executive Council Meeting in relation to a resolution on which they are not entitled to vote.
- 11.9. The Executive Council or a sole continuing Executive Council Member may act notwithstanding any vacancies in their number, but, if the number of Executive Council Members is less than the number fixed as the quorum, the continuing Members, Council Members or Executive Council Members may act only for the purposes of filling vacancies or of calling a general meeting.

12. COUNCIL MEETINGS

- 12.1. The Council Members shall meet in person no less than every other calendar month (**"Council Meetings"**).
- 12.2. The Council Meetings can take place via telephone or other remote video methods if agreed by at least three Executive Council Members entitled to vote at such Council Meeting (being the Officers and the Senior Employee Member).
- 12.3. Any Officer or the Senior Employee Member may call a Council Meeting by giving sufficient notice of the Council Meeting (or such lesser notice as all the Executive Council Members may agree) to the Council Members or by authorising the Honorary Secretary to give such notice.
- 12.4. Notice of a Council Meeting shall be given to each Council Member in writing (including email) and must indicate:
 - 12.4.1. the Council Meeting's proposed date and time;
 - 12.4.2. where the Council Meeting is to take place; and,
 - 12.4.3. if it is anticipated that the Council Members 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.
- 12.5. The President for the time being of the Society shall be the chair of all Council Meetings and in their absence the role of chair shall fall in order to:
 - 12.5.1. the Senior Vice-President;
 - 12.5.2. the Junior Vice-President; and
 - 12.5.3. such other Executive Council Member as the meeting shall appoint.
- 12.6. All questions for all Council Meetings shall be decided by a majority of votes of the Executive Council Members only and the chair in all cases of equality of votes shall have an additional casting vote.
- 12.7. The quorum for each Council Meeting shall be more than 50% of the Executive Council Members who are entitled to vote (being the Officers and the Senior Employee Member). For the avoidance of doubt, the Council Members do not form part of the quorum.

- 12.8. An Executive Council Member who is entitled to vote (being the Officers and the Senior Employee Member) shall not be counted in the quorum present at a Council Meeting in relation to a resolution on which they are not entitled to vote.
- 12.9. The Council Members are entitled to receive notice of, and attend and speak at, all Council Meetings (and any meetings of the Committee to which they are invited by the Executive Council Members) and to receive copies of all Council Meeting papers as if they were entitled to vote but shall not be entitled to vote on any resolutions proposed.

13. PROCEEDINGS

- 13.1. All acts done by a meeting of the Executive Council, Council or of a Committee, or by person acting as an Executive Council Member or Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any such person or that any of them were disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive Council Member and had been entitled to vote.
- 13.2. A resolution in writing signed by all the Executive Council Members entitled to receive notice of an Executive Council Meeting, Council Meeting or meeting of a Committee shall be as valid and effectual as if it had been passed at an Executive Council Meeting, Council Meeting or meeting of a Committee duly convened and held and may consist of several documents in the like form each signed by one or more Executive Council Members.
- 13.3. Save as otherwise provided for by the Articles, an Executive Council Member shall not vote at an Executive Council Meeting, Council Meeting or meeting of a Committee on any resolution containing any matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless their interest or duty arises only because the case falls within one or more of the following paragraphs:
- 13.3.1. the resolution relates to the giving to that person of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by that person for the benefit of, the Society or any of its subsidiaries;

- 13.3.2. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Society or any of its subsidiaries for which the Executive Council has assumed responsibility in whole or part or whether alone or jointly with others under a guarantee or indemnity by giving of security;
 - 13.3.3. that persons interest arises by virtue of their subscribing or agreeing to subscribe for debentures of the Society or any of its subsidiaries, or by virtue of that persons being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Society or any of its subsidiaries for subscription, purchase or exchange;
 - 13.3.4. that resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue & Customs (or any equivalent successor organisation) for taxation purposes.
- 13.4. The Society may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting an Executive Council Member from voting at an Executive Council Meeting, a Council Meeting or at a meeting of a Committee.
- 13.5. Where proposals are under consideration concerning the appointment of two or more Executive Council Members or Council Members to offices or employment with the Society or any body corporate in which the Society is interested the proposals may be divided and considered in relation to each Executive Council Member or Council Member separately and (provided they are not for another reason precluded from voting) each Executive Council Member or Council Member concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 13.6. If a question arises at an Executive Council Meeting, Council Meeting or a meeting of a Committee as to the right of the Executive Council Member or Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to any Executive Council Member or Council Member other than themselves shall be final and conclusive.

14. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be less than two and shall not be more than thirteen.

15. **MEMBERSHIP**

15.1. No person can become a Member unless they are eligible to become a Member in accordance with article 15.3, article 15.4 or article 15.6 and is approved as such by the Council.

15.2. A Member may at any time withdraw from the Society by giving at least seven Business Days' notice to the Honorary Secretary. There shall be no pro rata refund of the subscription paid, membership shall not be transferable and shall cease on death or as set out in these Articles.

15.3. The following shall be eligible for full membership of the Society ("**Full Members**"):

15.3.1. any person who has been admitted as a solicitor or whose name is on the roll of solicitors maintained by the Law Society (or, if appropriate, by the regulatory body administering the roll of solicitors in lieu of the Law Society);

15.3.2. any admitted solicitor being currently employed by a recognised provider of legal education;

15.3.3. any retired person who prior to retirement was, or would had these Articles been in force at the time of their retirement, have been, eligible to be a member under this article 15.3; and

15.3.4. any other person who is not qualified under the foregoing provisions but who is eligible to be an Associate Member under article 15.4 or who is in a senior position of an organisation providing legal services and who is individually approved by the Council as a Member.

15.4. The following shall be eligible for associate membership of the Society ("**Associate Member**"):

15.4.1. any undergraduate or postgraduate student enrolled or attending a recognised provider of legal education;

15.4.2. staff members of a recognised provider of legal education (including, at their option, those who are otherwise eligible to be Full Members in accordance with article 15.3 above);

- 15.4.3. trainee solicitors or solicitor apprentices (or any other recognised training route to the qualification as a solicitor which is in place and regulated by the Law Society from time to time)
 - 15.4.4. barristers at law;
 - 15.4.5. pupils or trainee barristers;
 - 15.4.6. apprentices, paralegals and legal assistants;
 - 15.4.7. trainee and chartered legal executives;
 - 15.4.8. costs lawyers;
 - 15.4.9. licensed conveyancers;
 - 15.4.10. trademark and patent attorneys;
 - 15.4.11. any foreign lawyer or registered foreign lawyer within the meaning of section 89 of the Courts and Legal Services Act 1990;
 - 15.4.12. directors, principals or employees of a legal services provider which is regulated, registered or authorised by an approved regulator of legal services;
 - 15.4.13. any qualified notary who is subject to the rules or disciplinary control of the Court of Faculties but is not a qualified solicitor or barrister;
 - 15.4.14. any retired person who prior to retirement was, or would had these Articles had been in force at the time of their retirement, have been, eligible to be a member under this article 15.4;
 - 15.4.15. any other person who is regulated by a professional body to practice law or undertake legal services; and
 - 15.4.16. any other person who is not qualified under this article 15.4 but whom the Council shall individually approve for election as an Member.
- 15.5. As Associate Member shall be entitled to all the benefits a Full Member is entitled to (as listed on the Society's website from time to time) save that they:
- 15.5.1. shall not be entitled to receive notice of general meetings of the Society or to vote at any such meeting; and
 - 15.5.2. is not eligible to be an Executive Council Member (unless forming part of the 50% referred to in article 8.8 or approved as a Full Member in accordance with article 15.3.4).
- 15.6. Any person elected by the Council shall be eligible for honorary membership of the Society ("**Honorary Membership**"). Honorary Members shall have the full rights and privileges of Associate Members for a term of one year only but shall not be required to pay a subscription.

16. NOMINATION FOR MEMBERSHIP

- 16.1. Subject to article 16.4 below, any person who wishes to become a Full Member or an Associate Member shall complete the online application form available on the Society's website in the following effect (for review by the Honorary Secretary in the first instance):

To the Council of Bristol Law Society:

I desire to become a Full Member/Associate Member of Bristol Law Society and I hereby agree, if elected, to be bound by the Memorandum and Articles of Association of the said Society.

Dated

Name in full

Address

Firm (if any)

- 16.2. Every candidate to be considered under article 16.1 shall be proposed by one Member and seconded by another Member both of whom shall confirm either in writing or by attendance at a Council Meeting
- 16.3. The membership of any person who is a director, principal or employee of a firm which subscribes to the relevant annual corporate rate of subscription referred to in article 18 applicable to that firm shall be terminated when that individual leaves the corporate member firm. If they are eligible and wish to re-apply for membership the procedure set out in article 16.1 must be followed.
- 16.4. A candidate shall be elected under article 16.1 or article 16.3 by a majority of Executive Council Members present and voting at a Council Meeting.
- 16.5. Any Full Member who shall cease to be eligible to be a Full Member under the provisions of article 15.3 shall forthwith cease to be a Member of the Society. At their option, and if eligible under article 15.4, such Full Member may notify the Society of their intention to become an Associate Member rather than terminate their Membership, such change will be effective as from the date they ceased being eligible to be a Full Member.
- 16.6. Any Associate Member who shall cease to be eligible to be an Associate Member under the provisions of article 15.4 shall forthwith cease to be an Associate Member of the Society.

- 16.7. Any Full Member or Associate Member or Honorary Member who shall fail the observance of any order of the Executive Council or Council, or who shall in the judgment of the Council have been guilty of any dishonourable act, practice, or conduct, or who shall in the judgment of the Council have been guilty of any dishonourable act, practice, or conduct, upon grounds which the Council after investigation shall deem sufficient, may be excluded from the Society by a majority of at least 75% of the Executive Council Members present and voting at a Council Meeting.
- 16.8. Such Full Member or Associate Member or Honorary Member who is under investigation in accordance with article 16.7 shall have seven Business Days' notice sent to them by registered post to their registered membership address and via email to their registered email address to attend the Council Meeting (at which they shall be given a reasonable opportunity to speak on their own behalf behalf), and they may within seven Business Days after notice of their exclusion give notice to the Honourable Secretary of their intention to appeal from the decision of the Council to an extraordinary general meeting of the Society, which shall thereupon be convened by the Honorary Secretary, and such meeting shall have power to confirm, rescind, or vary the resolution of the Council. Subject to any appeal, the excluded person shall cease to be a Member of the Society.
- 16.9. Any Member whose name is struck off the regulated register of their profession (including but not limited to the roll of solicitors, the Barristers register, CILEX Authorised Persons Directory) shall thereupon cease to be a Member of the Society.
- 16.10. Any Member who shall become bankrupt shall thereupon cease to be a Member of the Society.

17. SUBSCRIPTIONS (INDIVIDUALS)

- 17.1. Every Full Member and Associate Member shall pay to the funds of the Society an annual subscription according to such scales as shall from time to time be determined by the Council or in the alternative the Society at a general meeting.
- 17.2. The annual subscription shall be payable in advance on 1st December each year.
- 17.3. In the case of a Full Member or Associate Member joining the Society at any other time other than 1st December in any year the President, Honorary Secretary or any

other Executive Council Member may authorise the acceptance of a reduced amount as the subscription for the remainder of the current year.

- 17.4. In the case of any Full Member or Associate Member neglecting to pay their subscription for three calendar months after the same has become due their privileges as a Member shall be suspended until they pays; and if they shall continue in arrears for six months they shall then cease to be a Member of the Society, unless excuse is made for their default to the satisfaction of the Council. Any Member whose Membership has lapsed for a period of less than two years is entitled to renew their Membership without needing to complete the application process set out in article 16.1. Any Member whose Membership has lapsed for more than two years will need to reapply in accordance with article 16.1.

18. SUBSCRIPTIONS (CORPORATE)

- 18.1. The Council or the Society at a general meeting may from time to time determine such scales payable by firms as corporate subscriptions to the funds of the Society.
- 18.2. Notwithstanding article 17, every Full Member and Associate Member of the Society who is a director, principal, employee or other recognised delegate, representative, or member of a firm which subscribes to the prevailing annual corporate rate shall be exempt from the need to pay an individual subscription whilst they remain a director, principal or employee of that firm. An individual who leaves the employment (or membership of partnership, as appropriate) of such a firm and wishes to remain a Member shall have to apply for an individual Membership in accordance with article 16.1.

19. GENERAL MEETINGS

- 19.1. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 19.2. The Council may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Executive Council Members to call a general meeting, any Executive Council Member or any member of the Society may call a general meeting.

20. NOTICE OF GENERAL MEETINGS

- 20.1. An annual general meeting or an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen Clear Days' notice.
- 20.2. A general meeting may be called by shorter notice if it is so agreed:
 - 20.2.1. in the case of an annual general meeting, by all Members entitled to attend and vote thereat; and
 - 20.2.2. in the case of any meeting by a majority in number of Members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights of all the Members.
- 20.3. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 20.4. The notice shall be given to all Members, the Executive Council Members, the Council Members, and the auditors (if any).
- 20.5. 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.

21. ANNUAL GENERAL MEETINGS

- 21.1. An annual general meeting of the Society shall be called as soon as practicable after 1st November in each year, at which the President, or in their absence the Senior Vice-President, or in their absence the Junior Vice-President, or in the case of their absence any other Executive Council Member shall preside as chair.
- 21.2. At such meeting a report of the Council for the past year shall be presented. The accounts for the year shall be considered and received. The meeting shall elect the Executive Council Members and may transact all such other business as can be transaction at the annual general meetings.

22. CONDUCT OF ELECTIONS

- 22.1. No Member of the Society shall be eligible for election to be an Executive Council Member or as a Council Member at any general meeting unless there shall have been left with the Honorary Secretary not less than seven days prior to such general meeting a nomination of that member to that role.
- 22.2. If there are two or more nominations for any Executive Council Member role or there are more nominations for election of Council Members than there are vacancies, an election shall be held.
- 22.3. The chair shall appoint at least two members of the Society who are not nominated as candidates in the election to act as scrutinisers.
- 22.4. A separate ballot paper shall be prepared for each election listing the names of the nominees and those members present in person or by proxy (appointed in the same manner as set out in article 25.1 and article 25.2 and deposited in accordance with article 25.3) shall each be entitled to cast a number of votes in each ballot not exceeding the number of vacancies for that Executive Council Member role or to be a Council Member. The scrutinisers shall count the number of votes cast for each candidate and the candidate or candidates with the greatest number of votes shall be elected. There shall be no transferable votes.
- 22.5. The scrutinisers may with the consent of the chair disqualify any ballot paper on which too many votes have been cast or which is spoiled or otherwise invalid. The declaration of the result by the scrutinisers shall be final unless a recount is demanded immediately after the result of the election is announced by the chair. If a recount is demanded, one additional scrutinisher shall be appointed by the chair and the result on the first recount announced by the scrutineers shall be final and binding on all persons once it has been announced by the chair.
- 22.6. Subject to the rest of this article 22, the election shall be taken in such manner as the chair shall direct.

23. PROCEEDINGS AT GENERAL MEETINGS

- 23.1. No business shall be transacted at any meeting unless a quorum is Present. The quorum necessary for the transaction of business at a general meeting shall be twenty Members Present.

- 23.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council shall determine.
- 23.3. The President for the time being of the Society shall be the chair of all general meetings and in their absence the role of chair shall fall in order to (i) the Senior Vice-President and (ii) the Junior Vice-President. If none of them are present and willing to act as chair the Executive Council Members who are present shall elect one of their number to be chair and, if there is only one such Executive Council Member present and willing to act, they shall be chair and if there is no such executive Council Member present then some other Council Member or Member chosen by the meeting shall preside.
- 23.4. The chair may, with the consent of a meeting at which a quorum is Present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjournment meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 23.5. A resolution put to a vote of a meeting (not being an election to which article 22 applies) shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 23.5.1. by the chair; or
 - 23.5.2. by at least five Full Members having the right to vote at the meeting; or
 - 23.5.3. by a Full Member or Full Members representing not less than one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting.
- And a demand by a person as proxy for a Full Member shall be the same as a demand by the Full Member.
- 23.6. Unless a poll is duly demanded a declaration by the chair 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.

- 23.7. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 23.8. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23.9. In the case of an equality of votes, whether a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
- 23.10. A poll demanded on the election of a chair 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 chair 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.
- 23.11. 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 seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 23.12. A resolution in writing executed by or on behalf of each Full Member who would have been entitled to vote upon if it had been proposed at a general meeting at which they were Present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Full Members.

24. VOTES OF MEMBERS

- 24.1. Subject to the Act, at any general meeting:

- 24.1.1. every Full Member who is present in person (or by proxy) shall on a show of hands have one vote; and
- 24.1.2. every Full Member present in person (or by proxy) shall on a poll have one vote.
- 24.2. A Full Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by the court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, prior to the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 24.3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

25. PROXIES

- 25.1. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as the circumstances allow) or in any other form which is usual or which the Council may approve:

Bristol Law Society

I, [●] of [●] being a member of the above named Society, hereby appoint [●], of [●], or failing them, [●] of [●], as my proxy to vote in my name and on behalf at the annual/extraordinary general meeting of the Society to be held on [●], and at any adjournment thereof.

Signed on [●]

- 25.2. Where it is desired to afford Full Members an opportunity of instructing the proxy how they shall act the instrument appointing the 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 Council may approve:

Bristol Law Society

I, [●] of [●] being a member of the above named Society, hereby appoint [●], of [●], or failing them, [●] of [●], as my proxy to vote in my name and on behalf at the annual/extraordinary general meeting of the Society to be held on [●], and at any adjournment thereof.

Signed on [●]

Resolution No 1 *for *against

Resolution No 2 *for *against

*strike out which ever is not desired

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

25.3. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

25.3.1. in the case of an instrument in writing to be deposited at the 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 at any time prior to the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

25.3.2. an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications;

25.3.2.1. in the notice convening the meeting; or

25.3.2.2. in any instrument of proxy sent out by the Society in relation to the meeting; or

25.3.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,

be received at such address at any time prior to the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

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

25.3.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered to the meeting at which the poll was demanded to the chair or the Honorary Secretary or any other Executive Council Member,

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

25.4. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited or, where the address at which the instrument of proxy was contained in an electronic communication, at the address at which such appointment was duly received 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 the adjourned meeting) the time appointed for taking the poll.

In article 25.3 and 25.4, 'address', in relation to electronic communications, includes any number or address used for the purpose of such communications.

26. INTERESTS OF EXECUTIVE COUNCIL MEMBERS AND COUNCIL MEMBERS

26.1. Subject to the provisions of the Act, and provided that they have disclosed to the Executive Council or Council (as appropriate) the nature and extent of any material interest of theirs, an Executive Council Member or Council Member notwithstanding their office:

26.1.1. may be party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested;

26.1.2. may be a director or other office of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body

corporate promoted by the Society or in which the Society is otherwise interested; and

- 26.1.3. shall not, by reason of their office, be accountable to the Society for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided in the ground of any such interest or benefit.

26.2. For the purposes of article 26.1:

- 26.2.1. a general notice given to the Council that an Executive Council Member or Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Member has an interest in any such transaction of the nature and extent so specified; and
- 26.2.2. an interest of which an Executive Council Member or Council Member has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

27. MEANS OF COMMUNICATION TO BE USED

- 27.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 27.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 27.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 27.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

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

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

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

28. MINUTES

- 28.1. The Executive Council and the Council shall cause minutes to be made in books (or electronically) and kept for the purpose:
 - 28.1.1. of all appointments of Executive Council Members or Council Members; and
 - 28.1.2. of all proceedings of the Society, and of the Executive Council, and of the Council, including the names of the Members present at each meeting.

29. ACCOUNTS AND RECORDS

- 29.1. No Member shall (as such) have any right of inspecting any accounting records or minutes of any book or document or record of the Society except as required by law or authorised by the Executive Council or by ordinary resolution of the Society.

30. THE SEAL

- 30.1. The seal shall only be used by the authority of the Executive Council or of a Committee of the Council authorised by the Executive Council.
- 30.2. The Executive Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Executive Council Member and by the Honorary Secretary or by a second Executive Council Member.

31. NOTICES

- 31.1. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Executive Council or Council) shall be in writing or shall be given using the electronic communications to an address for the time being notified for that purpose to the Society.

- 31.2. The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered or last known address or by leaving it at that address or by sending it to them by document exchange at their firm/employer or by sending an electronic communication to the address provided by the Member (if no such address is provided, then to such address reasonably believed by the Society to belong to the Member). A Member whose registered address is not within the United Kingdom at which notices which may be given to them (including an electronic address) shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Society.
- 31.3. A Member Present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 31.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted or properly addressed and sent by document exchange shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of the 48 hours after the envelope containing it was posted.

32. RULES

The Executive Council Members may establish rules governing matters relating to Society administration that are required from time to time for the effective operation of the Society (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

33. INDEMNITY AND INSURANCE

- 33.1. Subject to article 33.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- 33.1.1. each relevant officer shall be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them, including any liability

incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their 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

- 33.1.2. the Society may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in article 33.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 33.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 33.3. The Executive Council Member 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.
- 33.4. In this article:
 - 33.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 33.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Society, any associated company or any pension fund or employees' share scheme of the Society or associated company; and
 - 33.4.3. a **relevant officer** means any director or other Executive Council Member or former director or other Executive Council Member of the Society, but excluding in each case any person engaged by the Society (or associated company) as auditor (whether or not they are also a director or other Executive Council Member), to the extent they act in their capacity as auditor).