

SWANSEA LAW SOCIETY
(formerly The Incorporated Law Society of
Swansea & District)

MEMORANDUM OF ASSOCIATION

COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF SWANSEA LAW SOCIETY
(ADOPTED BY SPECIAL RESOLUTION ON THE 14th DAY OF JULY 2004)**

1. NAME

The name of the Society is Swansea Law Society

2. REGISTERED OFFICE

The registered office of the Society is situated in England and Wales.

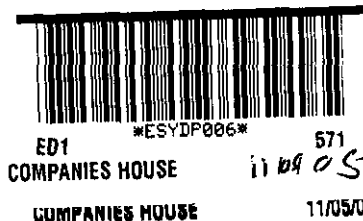
3. OBJECTS AND POWERS

The Society is established for the following objects:

- (a) the protection of the character, status and interest of solicitors practising within the City and County of Swansea and the former Borough of Lliw Valley, the promotion of honorable practice and the furtherance of the interests of the legal profession generally within those areas,
- (b) the deciding of questions of professional usage or courtesy in conducting legal business of all kinds;
- (c) the consideration of general issues affecting the interests of the legal profession at large or the alteration or administration of the law; and consultation with others concerning all such issues.
- (d) the education of trainee solicitors and young solicitors, and the continuing education of all practising solicitors in the area.
- (e) the depositing or investing of funds in such manner as the Society considers appropriate for the attainment of the objects of the Society
- (f) the entering into of joint ventures with other local Law Societies
- (g) the doing of all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. APPLICATION OF INCOME AND PROPERTY

The income and property of the Society shall be applied solely towards the promotion and fulfillment of its above objects and subject to the Society being able to make a bonus payment to a member of the Society in remuneration for services no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, or otherwise howsoever by way of profit, to members of the Society.



5. **LIMITED LIABILITY**

The liability of the members is limited.

6. **CONTRIBUTION TO ASSETS OF THE SOCIETY**

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 contributors among themselves, such amount as may be required not exceeding one pound.

7. **SURPLUS ASSETS**

If on the winding up or dissolution of the Society there remains, after the satisfaction of all debts and liabilities, any property whatever, 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 the same or similar to the objects of the Society, which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default then to some other body the objects of which are charitable.

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SWANSEA LAW SOCIETY
(formerly The Incorporated Law Society of
Swansea & District)
ARTICLES OF ASSOCIATION

COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF SWANSEA LAW SOCIETY
[(ADOPTED BY SPECIAL RESOLUTION ON THE 14th DAY OF JULY 2004)]**

1. DEFINITIONS AND INTERPRETATION

In these Articles: -

- 1.1 "the Act" means the Companies Act 1985 as amended by the Companies Act 1989;
- 1.2 "Committee" means the Society's Committee;
- 1.3 "Member" means a member of the Society as referred to in Regulation 3 whose annual subscription is fully paid;
- 1.4 "the Secretary" means any person appointed to perform the duties of the Secretary of the Society;
- 1.5 "Solicitor" means anyone who has at any time been admitted as a solicitor of the Supreme Court whether practising or retired and who is not disqualified from practising as a Solicitor in England and Wales;
- 1.6 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; and unless the context otherwise requires, words, or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification of the Act in force at the date at which these Articles became binding on the Society.
- 1.7 references to the masculine gender shall include the feminine and vice versa.
- 1.8 words in the singular shall include the plural and vice versa
- 1.9 the headings and use of bold type in these Articles are for convenience only and shall not affect the interpretation of any provision in these Articles

2. OBJECTS

The Society is established for the objects expressed in the Memorandum of Association.

3. MEMBERS

All Solicitors within the City and County of Swansea and the former Borough of Lliw Valley shall be eligible for membership of the Society. Each Member shall pay an annual subscription of such amount as the Annual General Meeting of the Society or

an Extraordinary General Meeting of the Society may determine, such subscription being payable in advance on the 1st day of January in each year.

4. **GENERAL MEETINGS**

- 4.1 The Society shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

- 4.2 The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and shall on a requisition made in writing by not fewer than twenty subscribing Members convene an Extraordinary General Meeting or if the Committee fails to do so such a meeting may be convened by requisitionists, as provided by the Act.

5. **NOTICE OF GENERAL MEETINGS**

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other general meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and it shall be given, in manner specified in Regulation 10 or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles entitled to receive such notice from the Society.
- 5.2 The non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 All business transacted at an Extraordinary General Meeting shall be deemed special and all business transacted at an Annual General Meeting shall be deemed special except the consideration of accounts, balance sheets, and the reports of the Committee and auditors, the election of Members of the Committee in the place of those retiring and the appointment of auditors and fixing their remuneration.
- 6.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; 10 Members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.

- 6.3.1. The President or in his absence the Vice President or in his absence the Deputy Vice President shall preside as chairman at every general meeting of the Society.
- 6.3.2. If neither the President nor the Vice President nor the Deputy Vice President is present at the time of holding a meeting the Members present shall choose someone of their number to be chairman of the meeting.
- 6.4 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 6.5 Save in respect of matters arising under Regulation 8.6 at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or in the declaration of the result of the show of hands) demanded: -
- 6.5.1 by the Chairman; or
- 6.5.2 by at least 5 Members present; or
- 6.5.3 by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members present and having the right to vote at the meeting.
- 6.6 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.7 The demand for a poll may be withdrawn.
- 6.8 All resolutions unless stated otherwise in these Regulations shall be passed by a simple majority and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 6.9 A poll demanded on the election of the chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

7. VOTES OF MEMBERS

- 7.1 Subject to Regulation 6.8 every Member shall have one vote.

7.2 Voting by a proxy shall not be allowed.

7.3 No Member shall be entitled to vote at any general meeting if any money owing by him to the Society is overdue or if he or she has been suspended from membership of the Society for whatever reason.

8. COMMITTEE

8.1.1 The management of the Society will be entrusted to a Committee, which may:

8.1.1.1 regulate its own proceedings;

8.1.1.2 delegate any of its powers to sub-committees or special committees consisting of members of the Committee or of other Members;

8.1.1.3 make, alter and revoke byelaws or regulations (so long as any byelaws or regulations are not inconsistent with these articles)

8.1.1.4 generally exercise all powers of the Society that are not by these articles or by statute required to be exercised by the Society in general meeting, subject nevertheless to these articles, to the provisions of statute and to regulations made by the Society in general meeting;

8.1.1.5 fix the remunerations of the Secretary and the Treasurer.

8.1.2 No regulation made by the Society in general meeting may invalidate any prior act of the Committee that would have been valid had the regulation not been made.

8.1.3 The Committee through its President must make a report to every annual general meeting.

8.2.1 The Committee of the Society shall consist of a President, a Vice President, a Deputy Vice President, a Secretary, a Treasurer, the Immediate Past President and up to six other Members of the Society selected in accordance with Regulation 8.2.2. The Secretary is not required to be a Member and may be remunerated for his or her services and the rate of such remuneration shall be determined by the Committee.

8.2.2 Subject as provided in Regulations 8.2.3 and 8.16, elected members of the Committee

must be elected at the annual general meeting for three years until the day after the third annual general meeting following their election but shall be eligible for re-election.

- 8.2.3 Of the 6 Members who will be elected to the Committee at the first annual general meeting held after 12th May 2004 two may hold office for three years, two for two years and two for one year and the President elected at that meeting must determine which of the elected Members are to hold office for three years, for two years or for one year. Members elected to the Committee under these Regulations are eligible for re-election after their terms of office expire.
- 8.3 The President, the Vice President, the Deputy Vice President, the Secretary and the Treasurer shall be elected annually at the Annual General Meeting. The President shall be required to have held the office of Vice President and Deputy Vice President respectively in the last preceding two years, been a Member for the last preceding three years and been a Solicitor for at least 8 years.
- 8.4 The President and the Vice President and the Deputy Vice President shall hold such office for one year only but the Secretary and the Treasurer shall at the end of their year of office be eligible for re-election.
- 8.5 Nominations for the office of Deputy Vice President shall be made in writing by any Member to the Secretary no later than the date which is ten working days before the date fixed for the Annual General Meeting and/or Extraordinary General Meeting as the case may be ("the Nomination Date"). Such nominations shall be made and seconded by a Member. Members shall be given details of all such nominations within two days of the Nomination Date. The Deputy Vice President shall be required to have been a practising Solicitor for at least 8 years and a Member for the three years immediately preceding his or her nomination.
- 8.6.1 If the Secretary shall be in receipt of more than one nomination the Members shall subject to clause 7 elect by simple majority the Deputy Vice President and voting shall be by secret ballot of all members present at the general meeting.
- 8.6.2 If so required by the Committee a nominee for Deputy Vice President shall make a presentation in regard to the contribution he or she would make to the Society in that office before the secret ballot is carried out.
- 8.6.3 Any nominee declining to make such presentation shall be regarded as having withdrawn his or her nomination.
- 8.6.4 If no nominations have been received by the Nomination Date or if at the date of the Annual General Meeting or the Extraordinary General Meeting as the case may be at which the Deputy Vice President is to be elected all nominees have withdrawn their nominations
- 8.6.4.1 in the former case the Committee shall within seven days of the Nomination Date nominate its candidate for Deputy Vice President.
- 8.6.4.2 and in the latter case the relevant meeting shall be adjourned for twenty one

days to afford Members a further opportunity to nominate a Deputy Vice President within fourteen days of the date of the adjourned date but if no such nomination is received then the Committee shall on or before the date which is three working days before the date of the adjourned meeting nominate its candidate for the role of Deputy Vice President

Members will be notified of the nomination made pursuant to this Regulation within two working days of the same being made.

- 8.7.1 If a casual vacancy occurs in any of the offices or among the 6 elected members of the Committee between one annual general meeting and another, the Committee may appoint a Member to fill the vacancy; but the Member so appointed may hold office only until the day after the next annual general meeting, unless at such meeting he is re-elected for a further period;
- 8.7.2 If a Member appointed under Regulation 8.7.1 to fill a vacancy among the 6 elected members of the Committee offers himself for re-election, he may be elected for the remainder of the period for which his predecessor had been elected;
- 8.7.3 In determining whether a Member appointed under Regulation 8.7.1 to fill a vacancy among the 6 elected members of the Committee is ineligible for re-election under article 8.16 regard must be had to the proportion of his or her attendances to the number of meetings held after his appointment.
- 8.8 The Committee shall have control over all the affairs and property of the Society and may prescribe, alter or cancel rules for the regulation of the Society and shall, except as otherwise provided by these Articles, exercise all such powers of the Society as it thinks fit including (but without prejudice to the generality of the foregoing) power to borrow money, to mortgage or charge the whole or any part of the Society's undertaking and property and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society to any third party.
- 8.9 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and, unless so fixed, shall be a minimum of three.
- 8.10 The Committee may continue to act notwithstanding any vacancy in its body but if at any time the number is reduced below five the continuing members of the Committee shall act only for the purpose of filling vacancies or of summoning a general meeting of the Society but for no other purpose.
- 8.11 The Committee may meet together for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
- 8.12 The President or in his absence the Vice President or in his absence the Deputy Vice President shall preside as chairman at every meeting of the Committee. If neither the President nor the Vice President nor the Deputy Vice President is present at the time of holding a meeting the Members of the Committee present shall choose someone of their number to be chairman of the meeting.

- 8.13 The Committee may during each period co-opt no more than four additional Members to the Committee. Each such co-opted Member shall hold office until the Annual General Meeting next ensuing his or her co-option but may be co-opted again.
- 8.14 All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of the President, the Vice President, the Deputy Vice President, the Secretary and the Treasurer.
- 8.15 Any elected member of the Committee who attends fewer than half of the meetings between two consecutive Annual General Meetings must, if his or her term of service has not expired, retire on the day after the second of such meetings unless the Committee decide otherwise, and is ineligible for re-election for the next year.
- 8.16 The Committee may suspend a Member from membership of the Society if a Member persistently fails to pay his or her subscription or is guilty of such conduct as brings himself or herself or the Society into disrepute or has been disqualified from practising as a Solicitor within England and Wales. Any Member so suspended may requisition in writing the Committee to convene an Extraordinary General Meeting to consider the suspension
- 8.17. If the President or Vice President dies during his or her year of office or for whatever other reason ceases to hold such office then the Vice President shall immediately assume the office of President and the Deputy Vice President assume the office of Vice President and the periods for which they shall hold office pursuant to Regulation 8.4 shall be extended by the period from such date of death or cesser as the case may be to the date of the next ensuing Annual General Meeting of the Society.
- 8.18 If the Deputy Vice President dies during his or her year of office or for whatever other reason ceases to hold such office then an Extraordinary General Meeting of Members shall be called within six weeks of such death or cesser as the case may be for the appointment of a replacement Deputy Vice President and the provisions of Regulation 8.5, and 8.6.1 to 8.6.4 inclusive shall apply to the election of such replacement Deputy Vice President

9. **AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with Section 284 to 392 of the Act.

10. **NOTICES**

- 10.1 A notice may be served by the Society by hand or sent (by pre-paid post, telex, facsimile, e-mail, cable or comparable means of communication) to the Member at his registered address in the register of Members of the Society
- 10.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter

containing such notice was properly addressed, stamped and posted.

- 10.3 Any notice or other information sent by telex, facsimile, e-mail, cable or comparable means of communication shall be deemed to have been duly sent on the date of transmission.

11 **MEMBERS ADDRESSES**

Every Member must from time to time notify the Secretary of an e-mail address and/or place of business or residence as the address to which notices are to be sent.

12. **DISSOLUTION**

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if its provisions were repeated in these Articles.