

Extract from minutes of The Annual General meeting of Halifax Incorporated Law Society Limited Company Number 22716 held at The Albany Club Clare Road Halifax on Friday 24th February 2017

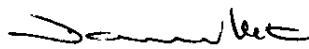
The Meeting considered the Special resolution

1. A The deletion of Paragraphs 3,4,5,6 and 7 in the Current Memorandum of Association of the Company

B The Deletion of the current Articles of Association of the Company and

C The substitution therfor of the draft Articles annexed

IT WAS Resolved that the Special resolution was agreed and passed and the Secretary of the Company instructed to file a minute of the special resolution with the Registrar of companies


Company Secretary



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HALIFAX INCORPORATED LAW SOCIETY LIMITED (the
"Society")

(Adopted by special resolution passed on ~~[DATE]~~ 24 February 2017)

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

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

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Calderdale: means the Metropolitan Borough of Calderdale;

Committee: means the board of Directors;

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

Honorary Member: means a member of the Society appointed under Article 3.6;

Member: means a member of the Society; and

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.

- 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.
- 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, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 Words importing one gender shall be deemed to import any other gender.
- 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 Model Articles 2, 8, 9(1), 11(2), 14(1), (2), (3) and 30(2), 31, 35, 38 and 39 shall not apply to the Society.
- 1.10 Model Article 7 shall be amended by:
 - (a) the insertion of the words "for the time being" at the end of article 7(2)(a); and

- (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

2. OBJECTS

- 2.1 The objects for which the Society is established is to promote support and encourage the profession of solicitors in Calderdale, to uphold the character and status of solicitors, to promote and encourage professional practice and to decide and settle complaints and questions of professional practice and courtesy between solicitors in Calderdale.

FURTHER OBJECTS AND POWERS

- 2.2 The objects for which the Society is established are:
 - 2.2.1 The encouragement of the study of law and for that purpose and not by way of limitation the funding and donation of prizes, grants, scholarships, examinations fees, course or conference fees equipment or other support to individuals or the establishment of a bursary fund for students with a view to becoming solicitors trainees and other solicitors in Calderdale (being individuals) and the support of any local law students society.
 - 2.2.2 The provision or support of conferences courses seminars and lectures conducive to training research education or support to the legal profession locally
 - 2.2.3 The support donation to or subscription to any charitable or public body which will directly or indirectly benefit the legal profession in the area.
 - 2.2.4 The provision of funds to any charitable or public body to be administered by that body in furtherance of the Society's objects.
 - 2.2.5 The taking, or adoption of, or the making contributions towards the cost of proceedings to oppose the admission of solicitors, or to oppose the renewal of certificates of solicitors, or to have the names of solicitors struck off the rolls in cases of mal-practice or misconduct, whether the parties proceeded against are solicitors or not and whether the proceedings be taken in the name of the Society or not.
 - 2.2.6 The establishment of a professional tribunal for arbitration upon and decision of professional legal and other questions between Members.
 - 2.2.7 To decide disputed points amongst Members, to establish rules of practice and to make rules, regulations and bye-laws with reference to arbitrations under Article 19 and as to the terms and conditions on or under which such arbitrations shall be undertaken or concluded.

- 2.2.8 The consideration of general questions affecting the alteration or administration of the law and the aiding in the amendment of the law or in efforts with that object.
- 2.2.9 The providing of rooms and other facilities for the holding and conducting of courses arbitration meetings general meetings and other like matters.
- 2.2.10 To petition the Crown, or either House of Parliament, or the Government, or any public body, functionary, or authority.
- 2.2.11 To appoint, regulate, and dissolve special or sub-committees and to make, repeal, alter and vary regulations for their guidance.
- 2.2.12 To oppose the admission of any person as a solicitor, or the renewal of any practising certificate of any solicitor or to apply to have the name of any solicitor struck off the rolls for mal-practice or misconduct or to prosecute or aid in the prosecution of unauthorised practitioners and generally to adopt all such proceedings in the name of the Society as they may think proper and to assist any Members of the Society by way of contribution or otherwise in or with reference to any such proceedings which may not be undertaken in the name of the Society.
- 2.2.13 To dispose of the funds in accordance with the objects of the Society.
- 2.2.14 To discipline any Member of the Society for misconduct in his professional practice or disobedience to the regulations or to the decision of the Society or of the Committee or of any special committee, in the cases upon which the Committee, or any special committee are hereby empowered to decide; such member having had seven days written notice prior to the meeting at which his case is to be considered of the nature of the charges to be brought against him and of the time and place of such meeting.
- 2.2.15 To use the funds of the Society to appoint delegates or representatives in the name of the Society to act on the Council or Governing body of the any associated local Law Societies or of any other society having similar objects or of any society for promoting legal education.
- 2.2.16 To exercise all such powers and do all such acts, matters and things as are or shall be by statute or these Articles directed or authorised to be done and which are not expressly directed to be done by the Society in general meeting assembled but subject nevertheless to the statutory provisions and to these Articles and subject also to such Regulations (if any) as may be from time to time determined by any general meeting of the Society; but no such regulation shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made.

2.3 In pursuance of the objects the Society has the power to:

- 2.3.1 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;
- 2.3.2 borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Society's property and assets;
- 2.3.3 invest and deal with the funds of the Society not immediately required for its operations in or upon such investments, securities or property or to such organisations as may be thought fit;
- 2.3.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 2.3.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Society may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Society, firm or person including any holding Society or subsidiary;
- 2.3.6 support donate to or subscribe to any charitable organisation
- 2.3.7 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the principal object in any way;
- 2.3.8 enter into contracts to provide services to or on behalf of other bodies;
- 2.3.9 provide and assist in the provision of money, materials or other help;.
- 2.3.10 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;
- 2.3.11 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

3 MEMBERSHIP

- 3.1 The Society shall consist of Solicitors and Trainee Solicitors practising working or residing within Calderdale or within a radius of 15 miles of Halifax Town Hall and for the purposes of this Article "Solicitor" shall mean a person whose name is or was on the roll of solicitors and who has or had a practising certificate issued by the Solicitors Regulation Authority or any substituted regulatory authority or body authorising him to practise as a solicitor and "Trainee Solicitor" shall mean any person receiving training under a training contract being a written contract between a training establishment authorised by the Law Society and a trainee solicitor which complies with the SRA Training Regulations 2014 or any amendment or modification thereof for the time being in force.
- 3.2 No person shall become a Member unless he has completed an application for membership in a form approved by the Directors from time to time. Such applicant must be proposed by a Member and such proposal must be seconded by a second Member.
- 3.3 The application for membership shall be considered at the next meeting of the Committee on a majority decision.
- 3.4 A letter shall be sent to each successful applicant confirming their membership of the Society and the details of each successful applicant shall be entered into the Register of Members.
- 3.5 The Directors may decline to accept any application for membership and need not give reasons for doing so.
- 3.6 The Directors may admit persons otherwise duly qualified for membership whether residing within Calderdale or within 15 miles radius of Halifax Town Hall or not and also persons having practised as solicitors who shall have voluntarily retired from practice, to be honorary members of the Society and also to revoke for any cause thought sufficient by the Committee, the admission of any person as such honorary member or associate.
- 3.7 All Members (except Honorary members) must pay to the Society within 28 days of becoming a Member the annual subscription fee and thereafter the annual subscription fee payable on 1 January in each year such subscription fee to be decided by the Directors from time to time.
- 3.8 Every person who is at present on the Register of Members or who may hereafter be registered as a Member shall be deemed to be a Member of the Society until he shall die or cease to be a Member under any of the provisions hereinafter contained and every Member shall be deemed to have assented to the regulations of the Society for the time being in force and shall be bound thereby.

- 3.9 The rights and privileges of each Member of the Society shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.
- 3.10 Any Member may resign his membership of the Society by giving one month's notice in writing to the Directors and on expiration of such notice his membership shall cease. Such resignation does not preclude a member reapplying at a later date at the discretion of the Committee.
- 3.11 The Directors may terminate the membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the Directors:
- 3.11.1 he is guilty of conduct which has or is likely to have a serious adverse effect on the Society or bring the Society or any or all of the Members and Directors into disrepute; or
 - 3.11.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Society as a whole; or
 - 3.11.3 he has failed to observe the terms of these Articles;
 - 3.11.4 has become insolvent; or
 - 3.11.5 has been censured by the relevant regulatory authority..

Following such termination, the Member shall be removed from the Register of Members.

- 3.12 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the membership of a Member.
- 3.13 A Member whose membership is terminated under Article 3.11 shall not be entitled to a refund of any subscription or membership fee.
- 3.14 If any Member shall allow his subscription to be in arrear for 3 calendar months and fail to pay such arrears within 14 days of the Honorary Treasurer or the Committee's notice in writing that unless arrears are paid he shall cease to be a member the Committee may declare him no longer a Member of the Society.

4 INCOME

- 4.1 The income and property of the Society shall be applied solely in promoting the objects of the Society.

- 4.2 The Committee shall ensure that unapplied funds are invested in the name of the Society and all dividends and income applied at the direction of the Committee for the purposes of the Society.
- 4.3 The Committee must submit to the Society in general meeting any suggested appropriation of the Society's funds representing more than one third of the Society's funds from time to time and the Society in general meeting shall direct the appropriation of such funds either in accordance with any scheme submitted by the Committee or otherwise provided such appropriation is in pursuance of the Society's objects
- 4.4 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Society of:
- 4.4.1 reasonable and proper remuneration to any Member, officer or servant of the Society for any services rendered to the Society;
 - 4.4.2 any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.4.3 reasonable and proper rent for premises demised or let by any Member or director; or
 - 4.4.4 reasonable out-of-pocket expenses properly incurred by any Director.

5 GUARANTEE

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 he is a Member or within one year after he ceases to be a Member, for

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

6 DIRECTORS AND GOVERNANCE

- 6.1 The management of the Society will be carried out by the Committee who may make, alter and revoke bye-laws, which shall be binding on the Society until rescinded or varied by a general meeting and generally exercise all such powers of the Society as are not hereby or by the statute required to be exercised by the Society in general meetings but no regulation made by the Society in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

- 6.2 The Committee shall consist of a president, two vice presidents (one senior and one junior) an Honorary Treasurer and an Honorary Secretary of the Society, and in addition not less than three nor more than six elected Members.
- 6.3 All members of the Committee shall be Directors for the purposes of the Act and must be Members of the Society.
- 6.4 *The President, Vice-Presidents, Secretary, and elected members of the Committee* shall be elected by the Society, at its annual general meeting, and shall hold office for a year, but subject as hereinafter mentioned shall be eligible for re-election.
- 6.5 No Member shall be President for more than two consecutive years.
- 6.6 the senior Vice-President shall, ipso facto, become President and the junior Vice-President shall thereupon become senior Vice President and the Committee shall thereupon elect from the Members of the Society some person to be junior Vice-President.
- 7 any casual vacancy in the office of Vice-President , treasurer, Librarian or Secretary or in the Committee may be filled up by the Committee, but any persons chosen shall retain his office so long only as the vacating officer or member would have retained the same if no vacancy had occurred.
- 8 CALLING A DIRECTORS' MEETING
- 8.1 Any Director may call a Committee meeting by giving not less than 5 Business Days' notice of the meeting (or such lesser notice as a majority of the Directors may agree) to the Directors or by authorising the Honorary Secretary (if any) to give such notice. The Directors shall hold as many Committee meetings during the year as are considered reasonable for the proper management of the Society but at least 4 times a year.
- 8.2 A Director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Directors' meeting.
- 8.3 Subject to article 7.5, the quorum for the transaction of business at a meeting of Directors is any 4 Directors.
- 8.4 For the purposes of any meeting (or part of a meeting) held pursuant to article 8 to authorise a Conflict, if there is only one Director in office other than the Interested Director(s) (defined in article 8.1), the quorum for such meeting (or part of a meeting) shall be one Director.

- 8.5 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 8.5.1 to appoint further Directors; or
 - 8.5.2 to call a general meeting so as to enable the Members to appoint further Directors.
- 8.6 If the numbers of votes for and against a proposal at a meeting of Directors are equal, the chairman or other Director chairing the meeting has a casting vote. A decision of the Directors is taken in accordance with this article when a majority of Directors indicate to each other by any means that they share a common view on a matter.
- 8.7 A decision of the Directors is taken in accordance with this Article when a majority of Directors indicate to each other by any means that they share a common view on a matter.
- 8.8 Such a decision may take the form of a resolution in writing, where each Director has signed one or more copies of it, or to which each Director has otherwise indicated agreement in writing.
- 8.9 A decision may not be taken in accordance with this article if the Directors would not have formed a quorum at such a meeting.

9 DIRECTORS' CONFLICTS OF INTEREST

- 9.1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a Director (an Interested Director) breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 9.2 Any authorisation under this article 8 shall be effective only if:
- 9.2.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles;
 - 9.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 9.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 9.3 Any authorisation of a Conflict under this article 8 may (whether at the time of giving the authorisation or subsequently):
- 9.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 9.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 9.3.3 provide that the Interested Director shall or shall not be eligible to vote in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - 9.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 9.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Society) information that is confidential to a third party, he shall not be obliged to disclose that information to the Society, or to use it in relation to the Society's affairs where to do so would amount to a breach of that confidence; and
 - 9.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any Committee meeting and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 9.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 9.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 9.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been *authorised by the Directors in accordance with these Articles or by the Society in general meeting* (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

- 9.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Society:
- 9.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise (directly or indirectly) interested;
 - 9.7.2 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 9.7.3 may act by himself or his firm in a professional capacity for the Society (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 9.7.4 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Society is otherwise (directly or indirectly) interested; and
 - 9.7.5 shall not, save as he may otherwise agree, be accountable to the Society for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

10 CHANGE OF SOCIETY NAME

The name of the Society may be changed by a special resolution of the Members.

DECISION MAKING BY MEMBERS

11 QUORUM

7 members present in person at any general meeting shall form quorum.

12 VOTES OF MEMBERS

Members in person (but not by proxy) shall on a show of hands have one vote and every Member present in person shall on a poll have one vote and decisions shall be by a simple majority of those members present.

13 POLL VOTES

13.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.

13.2 Article 30(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

14. GENERAL MEETINGS

14.1 The Annual General Meeting of the Society shall be held on some day to be fixed by the Committee, in the month of February in every year, or on such day in any month as the Committee shall from time to time appoint.

14.2 The Secretary shall send FOURTEEN days' written or printed notice of the first of each succeeding general meeting (annual or otherwise) to each member.

14.3 The President or in his absence, the senior Vice-President, or in his absence the junior Vice-President ^{or in their absence} present within ten minutes after the time appointed for holding such meeting the Members present shall choose one of their number to be chairman of the meeting

14.4 At each annual general meeting the report of the Committee, the Treasurer's Account for the preceding year (such account having been previously passed by the Committee and audited) shall be presented, and other Officers and Committee for the ensuing year shall be chosen.

14.5 The Annual General Meeting of the Society shall consider the report of the Committee, and shall have power to confirm OR reject such of their proceedings as may be subject to revision; and to transact the general business of the Society.

14.6 The Committee may at any time at their discretion and they shall upon a requisition made in writing by any five or more Members and expressing the object of the meeting proposed to be called, convene a special general meeting of the Society for any purpose, so that the same shall not contravene the memorandum of association or the provisions of these articles, the business of any such special general meeting shall be confined to the objects expressed in the notice convening the same.

15. RECORDS OF DECISIONS TO BE KEPT

15.1 Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in writing in accordance with Article 16.2 below.

15.2 Minutes of the proceedings of every meeting of the society, and of every meeting of a committee shall be recorded in a book or books to be kept for that purpose, and shall be signed by the chairman of such meeting, or in case of his not signing such minutes at or before the succeeding meeting, then the same, if confirmed at such succeeding meeting, may be signed by the chairman thereof, and such minutes, when so recorded and signed, shall be received as evidence of such proceedings without further proof.

16 MEANS OF COMMUNICATION TO BE USED

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

16.1.1 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 5 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 5 Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider));

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

16.1.3 if properly addressed and sent or supplied by electronic means, 1 hour after the document or information was sent or supplied; and

16.1.4 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.

- 16.2 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.

17 INDEMNITY AND INSURANCE

- 17.1 Subject to article 18.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

17.1.1 each relevant officer shall be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society's (or any associated Society's) affairs; and

17.1.2 the Society may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 18(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 17.2 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.

- 17.3 The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant officer in respect of any relevant loss.

- 17.4 In this article:

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

17.4.2 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 Society or any pension fund or employees' share scheme of the Society or associated Society; and

- 17.4.3 a "relevant officer" means any director or other officer or former director or other officer of the Society but excluding in each case any person engaged by the Society (or associated Society) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

18 COMPULSORY SETTLEMENT OF DIFFERENCE AND ARBTRATION

- 18.1 If any matter of professional conduct, practice or courtesy or any complaint or difference as to the professional usages shall arise between any of the Members of the Society; or if any Member of the Society shall make complaint that he is aggrieved by the conduct of any other Member of the Society, either or any of the Members between whom any such matter, complaint or difference shall arise, shall be entitled to submit such matter, complaint, or difference to such decision as hereinafter named in that behalf.
- 18.2 The Member or Members wishing for such decision shall, by note in writing addressed to the Committee, state shortly the nature of such matter, complaint or difference, and shall express his willingness to abide by the decision of the Committee or of any special committee to be nominated by them for dealing with such particular matter, complaint or difference.
- 18.3 The Committee shall, on receipt of any such note, communicate whether they are willing to deal with the matter themselves or whether they think the case is one which should be dealt with by special committee which may be composed altogether or partly from their own number and if they consider appropriate partly from Barristers and Solicitors practising in West Yorkshire.

- 18.4. A majority in number of the Committee or of any special committee appointed by them shall be competent to act for all purposes of the article 18.3. The enquiry shall be conducted in all respects as the Committee or other parties forming the tribunal may decide; they may take the evidence on oath or otherwise, and in the presence of both parties, or in the absence of either or both of them and either in writing or viva voce.
- 18.5. All the Members concerned shall be summoned to attend before the Committee or before the special committee appointed by them and shall be entitled to be heard before any decision is pronounced and the meetings may be adjourned from time to time as may be deemed expedient. All matters in difference between the parties shall, if possible, be dealt with and decided.
- 18.6. Any decision by the Committee or by a special committee appointed by them shall be final and conclusive on the Members concerned.
- 18.7. If any Member declines to carry out or disobeys or disregards the decision of the Committee or any such special committee he may be excluded from the Society under Articles 3 in like manner as if he had come within the express terms of Article 3

VOLUNTARY SETTLEMENT OF DIFFERENCES AND ARBITRATION

- 19.1. The Committee of the Society for the time being shall form an arbitration court for the purposes of Article 19.
- 19.2. Arbitrations under Article 19.1 may be undertaken by all the members of the Committee collectively, or by any one or more member or members of the Committee to be selected or nominated for the purposes of each particular case at a Committee meeting so that no person who may have a personal interest in or connection with the matters referred shall be one of the arbitrators as to any matters in or with which he shall have any such personal or professional interest or connection.
- 19.3. If the tribunal for the time being shall consist of more than two members, a decision of the majority of the members of the tribunal shall be both sufficient and necessary for all purposes, and shall be considered and recorded as the decision of such tribunal.
- 19.4. A certificate in writing from the Committee that all or such of the members of the Committee who may be named therein have undertaken or have been duly selected or nominated under Article 19.2, for the purpose of undertaking the duties of arbitrators in any particular case shall be conclusive evidence of the due appointment and of the due selection or nomination as arbitrator of all or any such persons respectively.

- 19.5 All submissions to arbitration shall be in writing and shall either be contained in some agreement, deed, or documents or shall be in such form as may be provided or prescribed by the Committee for the time being or as shall be approved (in the case of submissions prepared by the parties or their solicitors) by the Committee.
- 19.6. It shall be declared or provided in or by any agreement, deed or document that any question, doubt, or difference therein named or referred to shall be decided by the arbitration of the president of the Halifax Incorporated Law Society Limited, or by arbitration under the Rules or directions of the Halifax Incorporated Law Society Limited, or in any way (either by express statement or inference) by the Society or any officers thereof, or under Rules of Articles of the Society it shall be deemed and taken that an Arbitration under Article [] is meant and intended.
- 19.7. Any of the Members of the Society or for any solicitors practising in Calderdale or within a 15 mile radius of Halifax town Hal may include in any partnership deed, lease or other legal instrument a clause that all questions or differences arising under such instrument shall be referred to the order arbitrament final end and determination of the Governors of the Halifax Incorporated Law Society for the time being. In the event of any such submission the reference shall be deemed to be a reference under and for the purposes of this Article 19
- 19.8. It is intended (without intending to limit the nature of submissions under Article 19.5 that the Arbitration Court formed by Article 19 or any of its members selected or nominated as aforesaid shall undertake the settlement of the form of clauses, covenants and provisions to be inserted in the deeds or documents executed in pursuance of articles or agreements which provide for such settlement and also the settlement of all questions, disputes, differences and difficulties which may be so referred by consent of the parties or of their solicitors and either as between the parties or as between their solicitors or as between solicitors (whether members of this Society or not).
- 19.9. All submissions to arbitration under Article 19 shall be deemed reference in pursuance of the Arbitration Act 1996 or under any statutory modification thereof.
- 19.10. Every submission when executed or ready to be acted on shall be forwarded to the Committee who shall decide if the submission is good and valid and *proper to be acted upon*. If the submission shall not be in proper form and so certified by the Committee it shall be amended to the satisfaction of the Committee.
- 19.11. The parties and their solicitors shall be summoned to attend before the arbitrator or arbitrators and shall be entitled to be heard and to have their

witnesses examined on oath. The proceedings shall be under the entire control of the arbitrator or arbitrators acting in the matter, or of a majority of them (if more than one) and the meeting or hearings may be adjourned from time to time.

19.12. The arbitrator or arbitrators acting in any particular matter or a majority of them, if more than one, shall have full power over the costs and expenses of the arbitration and award and may order them to be paid in any way and by any party to the reference and partly by one party and partly by the other.

19.13. All awards or orders shall be prepared by the Committee.

19.14. All sums received (or arbitration fees, or for costs or charges for or in respect of awards shall (less actual payments for stamps, and other matters, and such fees as shall be charged by Arbitrators for their personal services, and by the Committee for preparation of the award) be paid to the Honorary Treasurer by the parties or their solicitors in the first instance and shall be dealt with and considered in all respects as part of the funds of the Society.

19.15. A Scale of Fees to be charges for References under this Article shall be prepared by the Committee and delivered to the Members or parties requiring the same from time to time.

20 WINDING UP

On the winding-up or dissolution of the Society, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Society or with the ability to further the objects of the Society such body to be determined by the Members at the time of winding up or dissolution.