

Company No. 05467334

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

RESOLUTION

OF

THE CITY OF WESTMINSTER AND HOLBORN LAW SOCIETY

(the "Company")

The directors of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Special Resolution

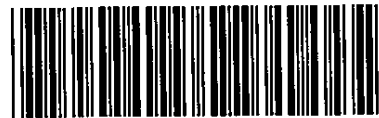
ADOPTION OF NEW ARTICLES OF ASSOCIATION

That the articles of association annexed to this Resolution (the "**Articles**") be approved and adopted as the new Articles of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, with effect from the passing of this Resolution



Date *21 October* 2015

SATURDAY



A14 *A4J00M62* #336
07/11/2015
COMPANIES HOUSE

Company Number 5467334

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

THE CITY OF WESTMINSTER AND HOLBORN LAW SOCIETY

(Incorporated the 31st day of May 2005)

(As amended by Special Resolution passed on 21st October 2015)

1 Interpretation

In these Articles unless the context otherwise requires

'the Act'	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,
'address'	in relation to electronic communications, includes any email address used for the purposes of such communications,
'the Area'	means firstly the area of the City of Westminster (as defined by the London Government Act 1963 (c 33)) excluding the area north of an imaginary line drawn along the centre of Bayswater Road and Oxford Street and secondly the area of the former Metropolitan Borough of Holborn,
'the Articles'	means the articles of association of the Society,
'communication'	means the same as in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force,
'electronic communication'	means the same as in the Electronic Communications Act 2000 including any statutory modification or re-enactment thereof for the time being in force
'executed'	includes any mode of execution,
'London'	means the London postal area, namely that area containing postcodes commencing with the letters EC, WC, NW, N, E, SE and SW
'Main Committee'	shall have the meaning ascribed to it in Article 64 of the Articles
'Member'	does not include an Honorary Member
'office'	means the registered office of the Society,

'Officers'	shall have the meaning ascribed to it in Article 15 and Article 42 of the Articles,
'secretary'	means the Honorary Secretary of the Society or any other person responsible under the Act for performing the duties of the company secretary of the Society, and references to the Honorary Secretary include where the context so admits a Joint Honorary Secretary or a Deputy Honorary Secretary,
'the Society'	means the company registered in England and Wales under number 05467334 named The City of Westminster and Holborn Law Society,
"solicitor"	means a solicitor of the Senior Courts,
'Treasurer'	references to the Treasurer include where the context so admits the Honorary Treasurer, a Joint Honorary Treasurer and/or a Deputy Honorary Treasurer, and
'the United Kingdom'	means the United Kingdom of Great Britain and Northern Ireland
'writing'	includes email

Unless the context otherwise requires, words or expressions contained in the Articles bear the same respective meanings as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Society

The Companies (Model Articles) Regulations 2008/3229 shall be excluded in their entirety

Objects.

- 1A The objects of the Society (the "Objects") are as follows
- 1A 1 to support and protect the character, status and interests of solicitors working or residing within the Area, to promote honourable practice, to bring about the settlement of disputed points of practice, and the decision of questions of professional usage which may be referred to the Society by members,
 - 1A 2 to consider questions affecting the profession at large, including the alteration or administration of the law, and to take such action thereon as shall be decided, and
 - 1A 3 to encourage legal education
- 1B In furtherance of the Objects, but not further or otherwise, the Society shall have the power
- 1B 1 [Deleted]
 - 1B 2 to amalgamate with any professional body having similar objects to those of the Society,
 - 1B 3 to affiliate with, and to subscribe to the funds of, any professional body having similar objects to those of the Society and to join or subscribe to such other organisations as the Officers shall think fit,
 - 1B 4 to purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and rights and privileges necessary or convenient for the purposes of the Society,

- 1B 5 to borrow any moneys required for the purposes of the Society, upon such securities as may be determined,
- 1B 6 to sell, improve, manage, lease, mortgage, dispose of, invest or otherwise deal with all or any part of the property of the Society,
- 1B 7 to contribute to or pay money for such charitable or benevolent purpose as the Officers may from time to time think fit and to raise moneys for the purpose of establishing a benevolent fund for charitable objects, including the grant of financial aid to any members past or present in need of assistance,
- 1B 8 to encourage and facilitate social activities among members,
- 1B 9 to undertake or administer any matters which may be delegated to, or be the concern of, the Society,
- 1B 10 to accept any gift of property, whether subject to any special trust or not, for any purpose within the Objects,
- 1B 11 to print and publish any newspapers, periodicals, books or leaflets,
- 1B 12 to invest the funds of the Society in or upon such investments, securities or property as might be thought fit,
- 1B 13 to undertake and execute any trusts or agency business which may seem conducive to any of the Objects,
- 1B 14 to subscribe to any local or other charities, and to grant donations for any public purpose,
- 1B 15 to establish and support, and to aid in the establishment and support of, any other body formed to promote all or any of the Objects,
- 1B 16 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Society is authorised to amalgamate,
- 1B 17 to transfer all or any part of the property, assets, liabilities and engagements of the Society to any body with which the Society is authorised to amalgamate, and
- 1B 18 to do all such things as are incidental or conducive to the attainment of the above objects, or any of them,

provided that the income and property of the Society shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid by way of dividend to the members

- 1C The Society shall be wound up voluntarily whenever a special resolution is passed that the Society be wound up. If on the winding up of the Society there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Society but shall be paid over to the Treasurer for the time being of the Solicitors Benevolent Association for its general purposes

Members

- 2 The Society shall consist of Full Members, Associate Members, Honorary Members, Trainee Solicitor Members and Student Members. All categories of members shall be members of the Society for the purposes of the Act.
- 3 Persons eligible to be members are as follows
 - 3 1 The following persons shall be eligible to be Full Members
 - 3 1 1 solicitors (whether or not working or living in the Area) who are at the time of joining the Society or have been at any time in the past residing in London or practising either alone or in partnership in London or working in London in legal or public appointments either whole- or part-time or engaged in a professional capacity in London as clerk, solicitor or assistant to any person, public body, society or corporation,
 - 3 1 2 Deleted)
(Deleted)
 - 3 1 4 (Deleted)
 - 3 2 The following persons shall be eligible to be Associate Members. Solicitors not eligible to be Full Members, past or present barristers or members of any other branch of the legal profession of England and Wales or any other part of the world. An Associate Member shall be entitled to all the rights of a Full Member save that he or she shall not be entitled to vote at general meetings of the Society.
 - 3 3 The following persons shall be eligible to be Honorary Members: those persons on whom the Society may from time to time decide to confer that distinction for life or any lesser period.
 - 3 4 The following persons shall be eligible to be Trainee Solicitor Members: those persons who, at the time of joining the Society, work under a training contract with a solicitor. A Trainee Solicitor Member shall not be entitled to vote at general meetings of the Society and shall be entitled to such rights as the Officers may from time to time decide.
 - 3 5 The following persons shall be eligible to be Student Members: those persons who, at the time of joining the Society, study on a Qualifying Law Degree, Graduate Diploma in Law, Legal Practice Course or Bar Professional Training Course, or such equivalent courses as may be required for qualification as a solicitor or barrister. A Student Member shall not be entitled to vote at general meetings of the Society and shall be entitled to such rights as the Officers may from time to time decide.
 - 3 6 The liability of the members is limited.
 - 3 7 Every Full Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

3 8 1 Any Associate Member who becomes qualified to be a Full Member under Article 3 1 1 (because of a change in the place where he or she lives or works or because of the change in the qualifications for full membership referred to in Article 3 8 2) becomes automatically a Full Member

3 8 2 Any Member who was a Full Member immediately before _____ 2015 (when the qualifications for full membership were changed) remains a Full Member

Election of Members

4 Members shall be elected by the Officers upon written application in such form and in such manner as the Society may from time to time prescribe

5 Honorary Members shall be elected by the Society in general meeting

6 (Deleted)

Subscriptions

7 Except as herein provided, every Member shall pay an annual subscription of such sum as the Officers shall from time to time decide with the approval of the Society in a general meeting Different subscriptions may be set for the several categories of membership and within those categories different subscriptions may be set according to such criteria as the Officers may fix

8 Annual subscriptions shall be payable in respect of a subscription year commencing on the day following the annual general meeting and ending on the day of the next annual general meeting and shall be payable in advance on the first day of the subscription year

9 The first annual subscription shall be payable upon application for membership provided that the first subscription payable by a elected to membership on or after the first day of June in any subscription year shall be deemed to cover his or her subscription for the remainder of that subscription year and also for the subscription year next following.

10 No Member shall be entitled to any of the privileges of membership if his or her annual subscription is more than three months in arrears

Resignation

11 Any Member may resign from the Society by notice in writing to the Society at any time, and upon such notice shall cease to be such a member but without abatement of subscription and without prejudice to the right of the Society to recover any sums owing to the Society

Lapse of Membership

12 A Member whose subscription has been in arrears for a period of more than six months shall, unless the Officers otherwise direct, cease to be a member but without prejudice to the right of the Society to recover any sums owing to the Society

Expulsion and Suspension

- 13 If any Member shall fail in the observance of the Articles or any bye-law or shall, in the judgment of the Officers, have been guilty of any unprofessional or improper conduct or of any act, practice or conduct likely to bring discredit on the legal profession or on the Society, he or she may be expelled from the Society or suspended from membership for such time as the Officers shall decide. Such decision shall be final unless within fourteen days of being notified in writing of such decision the member shall give notice in writing to the Society of his or her desire to be heard by a general meeting. Upon receipt of such notice the Honorary Secretary shall convene a general meeting for that purpose within 21 days thereafter or such later date as the member may agree and the members of the Society at that meeting may confirm, set aside or vary the decision of the Officers. The member, if expelled or suspended, shall forfeit his or her interest and privileges in the Society (in the case of suspension for the period of suspension only) but without prejudice to the right of the Society to recover from the member any arrears of subscription or other sums due.
- 14 Any Member who is struck off the roll as a solicitor or disbarred as a barrister or likewise removed from the register of such other legal professional body to which he or she may belong shall thereupon cease to be a Member but without prejudice to the right of the Society to recover from the Member any arrears of subscription or other sums due.

Officers

- 15 The Officers of the Society shall consist of a President, the Immediate Past President (ex officio), a Vice-President, an Honorary Secretary or Joint Honorary Secretaries, the Honorary Treasurer or Joint Honorary Treasurers, and the Editor of the Society's *Report* (ex officio) ("the Editor"). The Main Committee may also elect a second Vice-President and one or more deputies to the offices of Honorary Secretary and Honorary Treasurer and such persons shall also be Officers.
- 16 The Officers (other than the Immediate Past President and the Editor) shall be elected by the Main Committee at a meeting (to be known as the Election Meeting) to be held (unless otherwise decided by the Main Committee) in the month of September preceding the commencement of their term of office. Only members of the Society shall be eligible for election. There shall be circulated with the notice convening that meeting a list of candidates for election. The election shall be conducted by a show of hands, provided that any member of the Main Committee unable to attend may cast his or her votes for each or any candidate by letter delivered to the Honorary Secretary at or before the meeting.

General meetings

- 17 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 18 The Officers may call extraordinary 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 Officers to call an extraordinary general meeting, any Officer or any member of the Society may call an extraordinary general meeting.
- 19 The annual general meeting of the Society shall be held in October of each year unless the Officers decide otherwise.

Notice of general meetings

20 1 A general meeting shall be called by at least twenty-one days' notice

20 2 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. Subject to the provisions of the Articles, the notice shall be given to all the Members and to the Officers

21 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

22 A Member wishing to raise a matter at an annual general meeting shall give to the Society, by the 15th September preceding the meeting, notice in writing of the matter he or she intends to raise

Proceedings at general meetings

23 No business shall be transacted at any meeting unless a quorum is present. At any general meeting, twenty of the Full Members and Honorary Members shall form a quorum and if there shall not be a quorum after a period of fifteen minutes after the time appointed for the meeting the Full Members and Honorary Members then present if ten or more shall form a quorum

24 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a 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 Officers may determine

25 The President, or in his or her absence a Vice-President, shall preside as chairman at every general meeting of the Society. If there be no President or Vice-Presidents, or if at any meeting none of them shall be present, the Officers present shall choose one of their number to be chairman of the proceedings. If there be no Officers, or if none of them shall be present, the Full Members and Honorary Members present shall choose one of their number to be chairman of the meeting

26 The chairman 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

27 When a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

28 A resolution put to the vote of a meeting 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

28 1 by the chairman, or

28 2 by at least two members having the right to vote at the meeting, or

28 3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member

- 29 Unless a poll is duly demanded a declaration by the chairman 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
- 30 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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
- 31 A poll shall be taken as the chairman directs and he or she 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
- 32 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have
- 33 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty 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
- 34 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 days' notice shall be given specifying the time and place at which the poll is to be taken
- 35 [Deleted]

Votes of members

- 36 On a show of hands, or on a poll, every Full Member present in person or by proxy shall have one vote
- 37 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 chairman whose decision shall be final and conclusive
- 38 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Officers may approve)

**"THE CITY OF WESTMINSTER AND HOLBORN LAW
SOCIETY
(the "Society")**

I, [] of []

being a Full Member of the Society, hereby appoint

[] of [] or failing him/her,

[] of [], as my

proxy to vote in my name and on my behalf at the
[annual] general meeting of the Society to be held on
20[], and at any adjournment thereof

Signed:

Dated:

- 39 Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Officers may approve) -

**"THE CITY OF WESTMINSTER AND HOLBORN LAW
SOCIETY (the "Society")**

I, [] of []

being a Full Member of the Society, hereby appoint

[] of [] or failing him/her,

[] of [] as my

proxy to vote in my name and on my behalf at the
[annual] general meeting of the Society to be held on
20[], and at any adjournment thereof

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

Resolution No 1 for/against *

Resolution No 2 for/against *

**Strike out whichever is not desired*

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

Signed:

Dated: "

- 40 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 Officers may

40 1 in the case of an instrument in writing 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 not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

40 2 in the case of an appointment contained in an electronic communication, be received at an address within the United Kingdom specified in the notice

convening the meeting or in any instrument of proxy sent out, or invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

40 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

40 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Honorary Secretary or to any Officer,

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

41 A vote given or poll demanded by a 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 invitation to appoint a proxy was contained in an electronic communication, at the address specified for that purpose before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

Officers

42 The Officers shall perform the functions of company directors for the purposes of the Act

Powers of Officers

43 Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Officers who may exercise all the powers of the Society No alteration of the Articles and no such direction shall invalidate any prior act of the Officers which would have been valid if that alteration had not been made or that direction had not been given The powers given by this regulation shall not be limited by any special power given to the Officers by the Articles and a meeting of Officers at which a quorum is present may exercise all powers exercisable by the Officers

44 The Officers 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 his powers

45 The Officers may from time to time make, amend or revoke bye-laws for such purposes as they may think fit for the good management, control and conduct of the Society provided that the same shall not be inconsistent with the Articles

Delegation of Officers' powers

46 The Officers may delegate any of their powers to any committee consisting of members They may also delegate to any managing Officer or any Officer holding any other executive office such of their powers as they consider desirable to be exercised by him or her Any such delegation may be made subject to any conditions that the Officers may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any conditions, the proceedings of a committee with two or more

members shall be governed by the Articles regulating the proceedings of Officers so far as they are capable of applying

Appointment and retirement of Officers

- 47 At every annual general meeting all the Officers shall retire from office as the Officers of the Society
- 48 The Main Committee may appoint a member to be an Officer, either to fill a vacancy or as an additional Officer, provided that the appointment is to one of the offices mentioned in Article 15
- 49 Subject to the aforesaid, an Officer who retires at an annual general meeting may, if willing to act, be reappointed

Disqualification and removal of Officers

- 50 The office of an Officer shall be vacated if
- 50 1 he or she ceases to be an Officer by virtue of any provision of the Act or becomes prohibited by law from being an Officer, or
- 50 2 he or she becomes bankrupt or makes any arrangement or composition with creditors generally, or
- 50 3 he or she is, or may be, suffering from mental disorder and
- 50 3 1 [Deleted]
- 50 3 2 is subject to an order of a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs, or
- 50 4 he or she resigns office by notice in writing to the Society, or
- 50 5 for a continuous period of three months is absent without permission of the Officers from meetings of Officers held during that period and the Officers resolve that his or her office be vacated, or
- 50 6 he or she ceases to be a Member of the Society

Officers' appointments and interests

- 51 Subject to the provisions of the Act, the Officers may enter into an agreement or arrangement with any Officer for his employment by the Society or for the provision of any services outside the scope of the ordinary duties of an Officer Any such appointment, agreement or arrangement may be made upon such terms as the Officers determine and they may remunerate any such Officer for his or her services as they think fit
- 52 Subject to the provisions of the Act, and provided that he or she has disclosed to the Officers the nature and extent of any material interest, an Officer notwithstanding his or her office

- 52 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested,
- 52 2 may be an Officer or other officer of, or employed by, or a 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
- 52 3 shall not, by reason of his or her office, be accountable to the Society for any benefit derived 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 on the ground of any such interests or benefit
- 53 For the purposes of Article 51
- 53 1 a general notice given to the Officers that an Officer 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 Officer has an interest in any such transaction of the nature and extent so specified, and
- 53 2 an interest of which an Officer has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest

Proceedings of Officers

- 54 Subject to the provisions of the Articles, the Officers may regulate their proceedings as they think fit An Officer may, and the secretary at the request of an Officer shall, call a meeting of the Officers It shall not be necessary to give notice of a meeting to an Officer who is absent from the United Kingdom Questions arising at a 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 The quorum for the transaction of the business of the Officers may be fixed by the Officers and unless so fixed at any other number shall be three Except in an emergency no fewer than four days' notice shall be given to the Officers of any meeting of the board of Officers specifying generally the nature of the business to be transacted
- 55 The Officers or a sole Officer may act notwithstanding any vacancies in their number, but, if the number of Officers is less than the number fixed as the quorum, the Officers or Officer may act only for the purpose of filling vacancies or of calling a general meeting
- 56 The Senior Vice-President of the Society, or in his or her absence the other Vice-President, shall preside as chairman of the board of Officers If at any meeting none of them shall be present, the Officers shall choose one of their number to be chairman of the meeting
- 57 All acts done by a meeting of Officers, or of a committee of Officers, or by a person acting as an Officer shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Officer or that any of them were disqualified from holding office, or had vacated office, or were 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 Officer and had been entitled to vote
- 58 A resolution in writing signed by all the Officers entitled to receive notice of a meeting of Officers shall be as valid and effectual as if it had been passed at a meeting of Officers duly convened and held and may consist of several documents in the like form each signed by one or more Officers and/or agreed by email

- 59 Save as otherwise provided by the Articles, an Officer shall not vote at a meeting of Officers on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless his or her interest or duty arises only because the case falls within one or more of the following paragraphs
- 59 1 the resolution relates to the giving to him or her of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Society or any of its subsidiaries,
- 59 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 Officer has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- 59 3 the interest arises by virtue of the Officer subscribing or agreeing to subscribe for debentures of the Society or any of its subsidiaries, or by virtue of his 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,
- 59 4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society) connected with an Officer, shall be treated as an interest of the Officer

- 60 [Deleted]
- 60A The Officers may, in accordance with the requirements set out in this Article, authorise any conflict proposed to them by any Officer which would, if not authorised, involve an Officer (an "Interested Officer") breaching his duty under section 175 of the Act to avoid conflicts of interest
- 60B Any authorisation under Article 60A shall be effective only if
- 60B 1 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Officer, and
- 60B 2 the matter was agreed to without the Interested Officer voting or would have been agreed to if the Interested Officer's vote had not been counted
- 60C Any authorisation of a conflict under Article 60A may (whether at the time of giving the authorisation or subsequently)
- 60C 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,
- 60C 2 provide that the Interested Officer be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Officers or otherwise) related to the conflict,

- 60C 3 provide that the Interested Officer shall or shall not be entitled to vote on the matter in respect of any future decision of the Officers in relation to any resolution related to the conflict,
- 60C 4 impose upon the Interested Officer such other terms for the purposes of dealing with the conflict as the Officers think fit,
- 60C 5 provide that, where the Interested Officer obtains, or has obtained (through his involvement in the conflict and otherwise than through his position as an Officer) 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
- 60C 6 permit the Interested Officer to absent himself from the discussion of matters relating to the conflict at any meeting of the Officers and be excused from reviewing papers prepared by, or for, the Officers to the extent they relate to such matters
- 60D Where the Officers authorise a conflict, the Interested Officer shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Officers in relation to the conflict
- 60E The Officers may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Officer prior to such revocation or variation in accordance with the terms of such authorisation
- 60F An Officer is not required, by reason of being an Officer (or because of the fiduciary relationship established by reason of being an Officer), 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 Officers 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
- 60G Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he or she has declared the nature and extent of his interest in accordance with the requirements of the Act, an Officer who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Society
- 60G 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,
- 60G 2 shall be allowed to vote for the purposes of any proposed decision of the Officers in respect of such existing or proposed transaction or arrangement in which he is interested,
- 60G 3 shall be entitled to vote at a meeting of Officers (or of a committee of the Officers) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested,
- 60G 4 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 an Officer,
- 60G 5 may be an Officer 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

60G 6 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

60H Save as otherwise provided by the Articles, an Officer shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote

61 [Deleted]

62 Where proposals are under consideration concerning the appointment of two or more Officers to offices or employments with the Society or any body corporate in which the Society is interested the proposals may be divided and considered in relation to each Officer separately and provided he is not for another reason precluded from voting each of the Officers concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

63 If a question arises at a meeting of Officers as to the right of an Officer to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his or her ruling in relation to any Officer other than himself or herself shall be final and conclusive

The Main Committee

64 A standing committee of members shall be formed and called the Main Committee The Main Committee shall have the power to form such subcommittees as it shall think fit The functions of the Main Committee shall be

64 1 to elect the Officers in accordance with the Articles,

64 2 to bring about the settlement of disputed points of practice and decide questions of professional usage referred to the Society by members,

64 3 to advise the Officers on questions affecting the profession at large including the alteration or administration of the law,

64 4 to establish a programme of legal education,

64 5 to exercise the powers assigned to the Main Committee by Articles 15, 16 and 48, and

64 6 to carry out such other functions as the Officers may decide

65 The Main Committee shall consist of ex-officio members, not more than eighteen elected members as provided for in Article 70 and members co-opted as provided for in Article 67

66 The following persons shall be ex-officio members of the Main Committee

66 1 the Officers,

66 2 members of the Council of the Law Society elected for the constituencies of the City of Westminster and Holborn,

- 66 3 such other members of the Council of the Law Society who are Members and who shall have stated their wish to be members of the Main Committee, and
- 66 4 the past Presidents of the Society for the two years immediately preceding
- 67 The Main Committee shall have power to co-opt as many additional members as it may think fit
- 68 A quorum of the Main Committee shall consist of four members thereof and (except in emergency) no fewer than four days' notice shall be given to the members of the Main Committee of any Main Committee Meeting specifying generally the nature of the business to be transacted
- 69 The elected members of the Main Committee shall hold office from the conclusion of the annual general meeting until the conclusion of the next following annual general meeting If a member of the Main Committee shall cease to be a Member his or her tenure shall cease immediately
- 70 The members of the Main Committee shall be elected by the Society at the annual general meeting in accordance with the following general provisions
- 70 1 Nominations of candidates must be in writing and signed by two members of the Society and be accompanied by the written undertaking of the candidate to serve if elected They must be delivered to the Society not later than 1 September in the year of the proposed election The Honorary Secretary shall have discretion to waive any of the requirements in this paragraph
- 70 2 If the number of candidates who have been so nominated and have not since withdrawn exceeds the number of vacancies the Honorary Secretary shall cause ballot papers to be sent to Full Members and Honorary Members at least two weeks before the date of the annual general meeting
- 70 3 Completed ballot papers must be returned so as to be received by the Honorary Secretary not later than the day before the annual general meeting
- 70 4 Each Full Member and Honorary Member shall have one vote for each vacancy A ballot paper shall be deemed to not have been properly completed unless it has been duly signed by the member and includes his or her address and no more than the appropriate maximum number of votes has been cast
- 70 5 Scrutineers shall be appointed by the Honorary Secretary to count the votes and they shall decide whether or not each ballot paper has been properly completed
- 70 6 The successful candidates in the ballot shall be those holding the largest number of votes and their names shall be announced at the annual general meeting
- 71 If the number of candidates nominated for the Main Committee does not exceed the number of vacancies the chairman of the annual general meeting shall declare the candidates to be elected without a vote
- 72 Any vacancy occurring among the elected members of the Main Committee may be filled by the Main Committee Any member of the Main Committee so chosen shall hold office until the next following annual general meeting and shall be eligible for re-election
- 73 If a member of the Main Committee shall have been unable to attend any meeting of the Main Committee for a continuous period of five months the main Committee may, after

reference by the Secretary to the member if possible, declare him or her to have ceased to be a member of the Main Committee. A member of the Main Committee shall cease to be such upon resigning or upon ceasing to be a member of the Society.

Secretary

74 Subject to the provisions of the Act, the Honorary Secretary shall perform the function of secretary for the purposes of the Act.

Minutes

75 The Officers shall cause minutes to be made in books kept for the purpose

75 1 of all appointments of Officers made by the Society, and

75 2 of all proceedings at meetings of the Society and of the Officers, and of each committee, including the names of the persons present at each such meeting.

Banking

76 The Society shall appoint bankers to the Society on such terms and conditions as it may decide, with power from time to time to vary such appointment.

77 [Deleted]

Accounts and Audit

78 The Society shall cause to be kept true accounts of the moneys received and expended for or on account of the Society, and of the assets and liabilities of the Society. The Society's accounting year shall run from 1 October in each year until 30 September in the following year, save that the Society's accounting year ended 30 September 2013 shall be deemed to have commenced on 1 June 2012. The Treasurer shall as soon as possible after 30 September cause to be prepared an Income and Expenditure Account for the year and a Balance Sheet showing the assets and liabilities of the Society on that date. A copy thereof shall be sent to every Member before the annual general meeting.

79 The following provisions of this article shall have effect only while the Society shall be exempt from the requirements of the Act as to audit:

79 1 At every Annual General Meeting two Honorary Auditors, who shall be Members but not Officers or members of the Main Committee, shall be elected and shall hold office until the end of the following Annual General Meeting.

79 2 The foregoing provisions for election of members of the Main Committee shall apply with any necessary modification to the election of the Honorary Auditors. Any vacancy occurring during the year shall be filled by the Main Committee.

79 3 The Honorary Auditors shall audit the accounts for the accounting year ending during their term of office and shall report thereon to the Officers before the following Annual General Meeting.

80 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Officers or by ordinary resolution of the Society.

Notices

- 81 Any notice or other communication (each of which is in the Articles under "Notices" referred to as a notice) to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Officers) shall be in writing or in accordance with section 308 of the Act
- 82
- 82 1 The Society may give any notice to a member either personally or
- 82 1 1 by sending it by post in a prepaid envelope addressed to the member at the member's registered address, or
- 82 1 2 where a document exchange address is for the time being notified by the member for the purpose, by sending it through the document exchange in an envelope addressed to him or her at that address, or
- 82 1 3 [Deleted]
- 82 1 3A by sending it by email to the member at the member's registered email address Every member must supply to the Society from time to time an up-to-date email address to be so registered, in default of which the member shall not be entitled to receive notices (whether or not he or she may have supplied to the Society some other method of communication)
- 82 1 4 by leaving it at the Member's registered address
- 82 2 [Deleted]
- 82 3 A Member may give notice to the Society either by delivering it to the office or by sending it by post in a prepaid envelope, or through a document exchange, or by email, addressed to the Society at the office of the Society's administrative secretary or if there be no administrative secretary the office of the Honorary Secretary
- 82 4 A Member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 83 [Deleted]
- 83A A notice sent under Article 82 1 3A (email) or Article 82 1 4 (leaving it at the Member's registered address) shall be deemed to have been given on the day it was sent A notice sent under Article 82 1 1 (post) or Article 82 1 2 (through a document exchange) shall be deemed to have been given on the second day following the day it was sent An accidental failure by the Society to give a notice to one or more members shall not invalidate a relevant resolution or other proceeding

Indemnity

- 84 Subject to the provisions of the Act but without prejudice to any indemnity to which an Officer may otherwise be entitled, every Officer or other officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society