

**THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF**

**The City of Westminster and Holborn Law Society**

**Company Number:**

Date of Incorporation: **31<sup>st</sup> May 2005**

Co. Number       **5467334**



**The Companies Act 1985 and 1989**  
**Company Limited by Guarantee and Not Having a Share Capital**

**MEMORANDUM OF ASSOCIATION**

**of**

**THE CITY OF WESTMINSTER AND HOLBORN LAW SOCIETY**

Incorporated the 31st day of May 2005

- 1 The name of the company is The City of Westminster and Holborn Law Society (“the Society”).
  
- 2 The registered office of the Society will be in England and Wales.
  
- 3 The Objects of the Society are as follows:
  - 3.1.1 To support and protect the character, status and interests of solicitors working or residing within the Society’s Area as hereafter defined, 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.
  
  - 3.1.2 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.
  
  - 3.1.3 To encourage legal education.
  
- 4 In furtherance of the Objects, but not further or otherwise, the company shall have power:
  - 4.1 to receive the transfer of the assets, liabilities and undertaking of the Predecessor Society (as defined in the Articles of Association of the Society) on such terms and conditions as the Predecessor Society in general meeting shall have approved at any time whether before or after the incorporation of the Society;
  
  - 4.2 to amalgamate with any professional body having similar objects to those of the company;
  
  - 4.3 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;

- 4.4 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;
- 4.5 to borrow any moneys required for the purposes of the Society, upon such securities as may be determined;
- 4.6 to sell, improve, manage, lease, mortgage, dispose of, invest or otherwise deal with all or any part of the property of the Society;
- 4.7 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;
- 4.8 to encourage and facilitate social activities among members;
- 4.9 to undertake or administer any matters which may be delegated to, or be the concern of, the Society;
- 4.10 to accept any gift of property, whether subject to any special trust or not, for any purpose within the Objects;
- 4.11 to print and publish any newspapers, periodicals, books or leaflets;
- 4.12 to invest the funds of the Society in or upon such investments, securities or property as might be thought fit;
- 4.13 to undertake and execute any trusts or agency business which may seem conducive to any of the Objects;
- 4.14 to subscribe to any local or other charities, and to grant donations for any public purpose;
- 4.15 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;
- 4.16 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the association is authorised to amalgamate;
- 4.17 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
- 4.18 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.

- 5 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.

6 The Society's 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.

7 The liability of the members is limited.

8 Every 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 is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the persons whose names and addresses are subscribed here are desirous of being formed into a company in pursuance of this Memorandum of Association.

#### **Name and Address of Subscribers**

Name:  
JEFFREY ALAN FORREST  
Address:  
83 Buckingham Palace Road  
London SW1W 0QJ  
Signed:  
*Jeffrey A Forrest*

Name:  
CHARLES FRASER  
Address:  
39 Hatton Garden  
London EC1N 8EH  
Signed:  
*Charles Fraser*

Dated the 27 day of APRIL 2005

Witness to the above Signatures:

Full name: PETER ADAMS  
Address: 5 Osten Mews  
London SW7 4HW  
Occupation: -----  
Signed: *P G Adams*

**Co. Number 5467334**

**The Companies Act 1985 and 1989**

**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

**Interpretation**

9 In these regulations -

‘the Act’	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
‘address’	in relation to electronic communications, includes any number or address used for the purposes of such communications;
‘the Area’	means the Society’s Area as defined in the Memorandum;
‘the Articles’	means the articles of association of the Society;
‘clear days’	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘communication’	means the same as in the Electronic Communications Act 2000;
‘electronic communication’	means the same as in the Electronic Communications Act 2000;
‘executed’	includes any mode of execution;
‘Memorandum’	means the memorandum of association of the Society;
‘office’	means the registered office of the Society;
‘Predecessor	means the unincorporated City of Westminster and

Society’	Holborn Law Society.
‘the seal’	means the common seal of the Society;
‘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 named The City of Westminster and Holborn Law Society; and
‘Treasurer’	References to the Honorary Treasurer include where the context so admits a Joint Honorary Treasurer or a Deputy Honorary Treasurer
‘the United Kingdom’	means Great Britain and Northern Ireland.

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

## **Members**

10 The Society shall consist of Full Members, Associate Members, Honorary Members and Trainee Solicitor Members. All categories of members shall be members of the Society for the purposes of the Act.

11 Persons eligible to be members are as follows:

The following persons shall be eligible to be Full Members:

11.1.1 solicitors of the Supreme Court who are at the time of joining the Society or have been at any time in the past residing in the Area or practising either alone or in partnership in the Area or working in the Area in legal or public appointments either whole or part time or engaged in a professional capacity in the Area as clerk, solicitor or assistant to any person, public body, society or corporation; or

11.1.2 barristers who are at the time of joining the Society or have been at any time in the past employed in the Area in legal or public

appointments either whole or part time in the Government Legal Service, in commerce and industry or in private practice or by any public body, society or corporation; or

11.1.3 Registered foreign lawyers who are not solicitors or barristers admitted or called in England and Wales but who are members of a legal profession regulated within a jurisdiction outside England and Wales, and entitled to practise as such, who are at the time of joining the Society or have been at any time in the past residing in the Area, or practising either alone or in partnership in the Area, or working in the Area in legal or public appointments either whole or part time or engaged in a professional capacity in the Area by any person, public body, society or corporation; or

11.1.4 Registered European lawyers who are registered with the Law Society in accordance with European Council Directive 98/5/EC as modified or re-enacted from time to time, who are at the time of joining the Society or have been at any time in the past residing in the Area, or practising either alone or in partnership in the Area, or working in the Area in legal or public appointments either whole or part time or engaged in a professional capacity in the Area by any person, public body, society or corporation.

11.2 The following persons shall be eligible to be Associate Members

11.2.1 past or present members 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.

11.3 The following persons shall be eligible to be Honorary Members

11.3.1 those persons on whom the Society may from time to time decide to confer that distinction for life or any lesser period. An Honorary Member shall not be required to pay any subscription and shall be entitled to all the rights of a Full Member.

11.4 The following persons shall be eligible to be Trainee Solicitor Members

11.4.1 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.

## **Election of Members**

12 Full Members, Associate Members and Trainee Solicitor 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.

- 13 Honorary Members shall be elected by the Society in general meeting.
- 14 If an Associate Member shall after election attain the qualifications for Full Membership as set out in Article 11.1 he or she shall thereupon become a Full Member but shall not thereby be required to pay any increased subscription in respect of the current subscription year.

### **Subscriptions**

- 15 Except as herein provided, every Full Member, Associate Member and Trainee Solicitor Member shall pay an annual subscription of such sum as the Officers shall from time to time with the approval of the Society in general meeting decide. 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.
- 16 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.
- 17 The first annual subscription shall be payable upon application for membership provided that the first subscription payable by a Full Member, Associate Member or Trainee Solicitor Member 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.
- 18 No Full Member, Associate Member or Trainee Solicitor Member shall be entitled to any of the privileges of membership if his or her annual subscription is more than three months in arrear.

### **Resignation**

- 19 Any Full Member, Associate Member or Trainee Solicitor 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**

- 20 A Full Member, Associate Member or Trainee Solicitor Member whose subscription has been in arrear 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**

- 21 If any Full Member, Associate Member or Trainee Solicitor 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 an extraordinary general meeting. Upon receipt of such notice the Honorary Secretary shall convene an extraordinary 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.
- 22 Any Full Member, Associate Member or Honorary Member who is struck off the roll as a solicitor or disbarred as a barrister shall thereupon cease to be a member of the Society but without prejudice to the right of the Society to recover from the member any arrears of subscription or other sums due.

### **Officers**

- 23 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 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.
- 24 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**

- 25 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 26 The Officers may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Officers to call a general meeting, any Officer or any member of the Society may call a general meeting.
- 27 The annual general meeting of the Society shall be held in October of each year unless the Officers decide otherwise.

### **Notice of general meetings**

- 28 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as an Officer shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed: -
- 28.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- 28.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

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 and to the Honorary Auditors.

- 29 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.

- 30 A member of the Society wishing to raise a matter at an annual general meeting shall give to the Society, by the 1 September preceding the meeting, notice in writing of the matter he intends to raise.

### **Proceedings at general meetings**

- 31 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 more than ten shall form a quorum.
- 32 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.
- 33 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.
- 34 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.
- 35 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 36 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:-
- 36.1 by the chairman; or
- 36.2 by at least two members having the right to vote at the meeting; or

36.3 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.

37 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.

38 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.

39 A poll shall be taken as the chairman directs and he 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.

40 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 may have.

41 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.

42 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

43 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general

meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

### **Votes of members**

- 44 On a show of hands every Full Member and Honorary Member present shall have one vote. On a poll every Full Member and Honorary Member present in person or by proxy shall have one vote.
- 45 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.
- 46 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 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/extraordinary general meeting of the Society to be held on  
[ ] 20[ ], and at any adjournment thereof.

Signed on [ ] 20[ ]”

- 47 Where it is desired to afford members an opportunity of instructing the proxy how he 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 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/extraordinary 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 thinks fit or abstain from voting.

Signed on 20[ ]”

48 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: -

48.1 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

48.2 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;

48.3 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

48.4 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 or received in a manner so permitted shall be invalid.

- 49 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**

- 50 The Officers of the Society shall be the directors of the Society and together shall form the board of directors.

### **Powers of Officers**

- 51 Subject to the provisions of the Act, the Memorandum and 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 Memorandum or 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.
- 52 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.
- 53 The Officers may from time to time make, amend or revoke bye-laws for such purposes as it may think fit for the good management, control and conduct of the Society provided that the same shall not be inconsistent with these Articles.

### **Delegation of Officers' powers**

- 54 The Officers may delegate any of their powers to any committee consisting of members. They may also delegate to any managing director or any Officer holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions 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**

- 55 At the first annual general meeting and at every subsequent annual general meeting all the Officers shall retire from office as the Officers of the Society.
- 56 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 23.
- 57 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**

- 58 The office of an Officer shall be vacated if: -
- 58.1 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
- 58.2 he or she becomes bankrupt or makes any arrangement or composition with creditors generally; or
- 58.3 he or she is, or may be, suffering from mental disorder and either: -
- 58.3.1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 58.3.2 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
- 58.4 he or she resigns office by notice to the Society; or
- 58.5 he or she shall for more than six consecutive months have been 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.
- 58.6 he or she ceases to be a Member of the Society.

## **Officers' appointments and interests**

- 59 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.
- 60 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: -
- 60.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested;
- 60.2 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
- 60.3 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.
- 61 For the purposes of Article 60: -
- 61.1 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
- 61.2 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**

- 62 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 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.

- 63 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.
- 64 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.
- 65 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.
- 66 A resolution in writing signed by all the Officers entitled to receive notice of a meeting of Officers or of a committee of Officers shall be as valid and effectual as if it had been passed at a meeting of Officers (or as the case may be) a committee of Officers duly convened and held and may consist of several documents in the like form each signed by one or more Officers.
- 67 Save as otherwise provided by the Articles, an Officer shall not vote at a meeting of Officers or of a committee 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: -
- 67.1 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;
- 67.2 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;

67.3 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;

67.4 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.

68 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.

69 The Society may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting an Officer from voting at a meeting of Officers or of a committee of Officers.

70 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.

71 If a question arises at a meeting of Officers or of a committee 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 ruling in relation to any Officer other than himself shall be final and conclusive.

### **The Main Committee**

72 A standing committee of members shall be formed and called the Main Committee. The Main Committee shall have the power to form such sub-committees as it shall think fit. The functions of the Main Committee shall be:

- 72.1 to elect the Officers in accordance with the Articles;
  - 72.2 to bring about the settlement of disputed points of practice and decide questions of professional usage referred to the Society by Members;
  - 72.3 to advise the Officers on questions affecting the profession at large including the alteration or administration of the law;
  - 72.4 to establish a programme of legal education;
  - 72.5 to exercise the powers assigned to the Main Committee by Articles 23, 24 and 56; and
  - 72.6 to carry out such other functions as the Officers may decide.
- 73 The Main Committee shall consist of ex-officio members, not more than eighteen elected members as provided for in Article 78 and members co-opted as provided for in Article 75.
- 74 The following persons shall be ex-officio members of the Main Committee:
- 74.1 the Officers;
  - 74.2 members of the Council of the Law Society elected for the constituencies of the City of Westminster and Holborn;
  - 74.3 such other members of the Council of the Law Society who are members or Associate Members who shall have stated their wish to be members of the Main Committee
  - 74.4 the past Presidents of the Society, or of the Predecessor Society as the case may be, for the two years immediately preceding.
- 75 The Main Committee shall have power to co-opt as many additional members as it may think fit.
- 76 A quorum of the Main Committee shall consist of four members thereof and (except in emergency) 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
- 77 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 tenure shall cease immediately.

- 78 The members of the Main Committee shall be elected by the Society at the annual general meeting in accordance with the following general provisions:
- 78.1 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.
  - 78.2 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.
  - 78.3 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.
  - 78.4 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.
  - 78.5 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.
  - 78.6 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.
- 79 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.
- 80 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.
- 81 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 Honorary 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**

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

### **Minutes**

83 The Officers shall cause minutes to be made in books kept for the purpose: -

83.1 of all appointments of Officers made by the Society; and

83.2 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**

84 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.

### **The seal**

85 If the Society has a seal at any time it shall only be used by the authority of the Officers or of a committee of Officers authorised by the Officers. The Officers may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Officer and by the secretary or by a second Officer.

### **Accounts and Audit**

86 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<sup>st</sup> June in each year until 31<sup>st</sup> May in the following year. The Honorary Treasurer shall as soon as possible after 31<sup>st</sup> May 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 Full Member, Honorary Member and Associate Member before the Annual General Meeting.

87 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:

- 87.1 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.
- 87.2 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.
- 87.3 The Honorary Auditors shall audit the accounts for the accounting year ending during their term of office and shall report thereon to the Officers not less than twenty-one days before the following Annual General Meeting.
- 88 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**

- 89 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 369(4A) or section 369(4B)
- 90 The Society may give any notice to a member either personally or
- 90.1.1 by sending it by post in a prepaid envelope addressed to the member at the Member's registered address, or
  - 90.1.2 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
  - 90.1.3 where the Member has for the time being notified to the Society that the provisions of subsection 369(4A) of the Act (notice by electronic communication) or subsection 369(4B) (publication of notice on a website) may apply to him or her, by giving the notice in accordance with the relevant subsection; or
  - 90.1.4 by leaving it at the Member's registered address.
- 90.2 A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which

notices may be given to him shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

- 90.3 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, addressed to the Society at the Office.
- 90.4 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.

- 91 Proof that an envelope containing a notice was properly addressed and sent shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was sent or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### **Indemnity**

- 92 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 or auditor 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.

### **Transitional Provisions**

- 93** For the purpose of effecting the transition to the Society from the Predecessor Society the provisions of the Schedule shall have effect so as to modify these Articles as and from the Appointed Day, which term shall mean 1<sup>st</sup> June 2005 or such other day as may have been appointed by the Predecessor Society for the transfer to the Society of its assets, liabilities and engagements.

**The Schedule**  
**(Transitional Provisions – Article 93)**

1. Every Member (that is to say, full member) of the Predecessor Society immediately before the Appointed Day becomes on the Appointed Day a Full Member, unless he or she should have otherwise requested.

2. Every Honorary Member of the Predecessor Society immediately before the Appointed Day becomes on the Appointed Day an Honorary Member for life or other period according to the duration of that former honorary membership.

3. Every Associate Member and Trainee Solicitor of the Predecessor Society immediately before the Appointed Day becomes on the Appointed Day an Associate Member or Trainee Solicitor Member (as the case may be), unless he or she should have otherwise requested.

4. If any such Associate Member would become by reason of Article 11.1 eligible to be a Full Member he or she shall forthwith become a Full Member.

5. No person becoming a member by virtue of the provisions of this Schedule shall be liable to pay a subscription for the period ending with the Annual General Meeting in 2005.

6. From the Appointed Day the undermentioned persons shall be the Officers of the Society and they shall hold office until the end of the Annual General Meeting in 2005 or sooner cease to hold office under the provisions of these articles.

President:	Jeffrey A Forrest
Senior Vice- President:	Charles S J Fraser
Junior Vice-President:	Sara J M Chandler
Immediate Past President (of the Predecessor Society):	Edward B Solomons
Honorary Secretary:	Peter G Adams

Honorary Treasurer:	Timothy H Drabble
Editor of the Report	Rosemary A Lester
Deputy Honorary Secretary	Jonathan P Cornthwaite

7. From the Appointed Day the persons who immediately before were members of the Committee of the Predecessor Society shall be the Members of the Main Committee and they shall hold office until the end of the Annual General Meeting in 2005 or sooner cease to be such members under the provisions of these articles.

**Name and Address of Subscribers**

Name:  
JEFFREY ALAN FORREST  
Address:  
83 Buckingham Palace Road  
London SW1W 0QJ  
Signed:  
*Jeffrey A Forrest*

Name:  
CHARLES FRASER  
Address:  
39 Hatton Garden  
London EC1N 8EH  
Signed:  
*Charles Fraser*

Dated the 27 day of APRIL 2005

Witness to the above Signatures:

Full name: PETER ADAMS  
Address: 5 Osten Mews  
London SW7 4HW  
Occupation: -----  
Signed: *P G Adams*