



DEVON & SOMERSET **LAW SOCIETY**

THE COMPANIES ACTS

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF DEVON & SOMERSET LAW SOCIETY

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 25 APRIL 2017)

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1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

- Act:** means the Companies Act 2006;
- Affiliate Member:** means practising barristers, senior academics and those who become Partners in or are employed at a senior level by a firm of Solicitors whose other Partners are Members of the Society;
- Areas:** means North Devon, South Devon, East Devon and Somerset (as defined in Article 7.9), together the Area;
- Articles:** means the Society's articles of association for the time being in force;
- Associate Member:** means individuals who are employed by a legal entity and are undertaking a course of training or study leading to qualification as a Solicitor;
- Chairperson:** means a chairperson of a General Meeting appointed in accordance with Article 5.5;
- Committee:** means the Committee of the Society established under Article 7 and where the context so requires includes any sub-committee;
- Committee Meeting:** means a meeting of the Committee convened in accordance with Article 8.5;
- Committee Member:** means a member of the Committee of the Society appointed in accordance with Article 7;
- Executive Committee:** has the meaning set out in Article 9.2;
- Ex-Officio Committee Members:** means the Committee Members appointed to the Committee pursuant to Articles 7.1.1 to 7.1.4;
- Full Member:** means a Member of the Society, other than an Associate Member, Student Member or Affiliate Member, with full membership rights to attend, vote and count in the quorum at a General Meeting in accordance with these Articles. Every Full Member shall be a Solicitor;
- General Meeting:** means an Ordinary General Meeting or a Special General Meeting of the Full Members of the Society convened in accordance with these Articles;
- Honorary Secretary:** means the secretary of the Society elected by the Society in accordance with Article 6.4;
- Honorary Member:** means any person (whether or not a solicitor) who has rendered, in the absolute discretion of the Committee, distinguished services to law, the Society and/or to the Profession (in general or within the

Areas), or who has contributed to the promotion of the Objects of the Society and/or the objects of the Profession in general, or who is, in the absolute discretion of the Committee, otherwise deserving of honorary recognition by the Society on account of their distinction or eminence;

Junior Lawyers' Division:	means the community as defined as the Junior Lawyers' Division by the Law Society;
Law Society:	means the Law Society of England and Wales;
Law Society Council:	means the governing council of the Law Society;
Lifetime Member:	has the meaning set out in Article 4.4;
Member:	means a Member of the Society and shall include Associate Members, Student Members and Affiliate Members;
Minutes:	means the written record of every General Meeting of the Society and Committee Meeting;
Model Articles:	means the Model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) as amended prior to the date of adoption of these Articles;
Objects:	means the objects for which the Society is established as set out in Article 3;
Officers:	means those persons appointed to the positions of office set out in Article 6.1
Ordinary General Meeting:	means a meeting convened in accordance with Article 5.1;
Ordinary Resolution:	means a resolution passed by no less than 50% of the persons entitled to vote thereon;
Partner:	means a principal, a partner, a member of a limited liability partnership, a director of a limited company or any other similar owner of a legal entity;
Past President:	means a previously appointed president of the Society and the Immediate Past President means the Past President appointed immediately before the appointment of the current President of the Society;
President:	means the president of the Society appointed in accordance with these Articles from time to time;
Profession:	means the profession of Solicitors;
Rules:	means all rules established by the Committee in accordance with

Article 10;

Sir George Fowler Prize: means an award administered by the Society in accordance with the Rules;

Solicitor: means a person admitted to the roll of solicitors pursuant to the Solicitors Act 1974;

SBA, The Solicitors Charity: means the charitable organisation that provides relief and assistance to persons (and their spouse and dependents) in need who are or have been a Solicitor;

Special General Meeting: means a meeting convened in accordance with Article 5.2;

Special Resolution: means a resolution passed by 75% or more of the persons entitled to vote;

Student Member: means UK, EU and international students that are successfully enrolled on any undergraduate LLB programme at the universities of Exeter, Plymouth and West of England.

1.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.3 A reference in these Articles to an 'Article' is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.4 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is referenced to it as it is enforced from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.5 Any phrase introduced by the terms 'including', 'include', 'in particular' or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.6 No regulation set out in any statute or any statutory instrument or other subordinate legislation concerning companies, including the Model Articles, shall apply to the Society and the following shall be the Articles of Association of the Society.

1.7 Unless expressly provided otherwise, a reference to 'writing' or 'written' in these Articles includes email.

2 LIABILITY OF MEMBERS

2.1 The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member for:

2.1.1 payment of the Society's debts and liabilities contracted before he or she ceased to be a member;

2.1.2 payment of the costs, charges and expenses of the winding-up; and

2.1.3 adjustment of the rights of the contributories among themselves.

3 OBJECTS AND RESTRICTIONS

3.1 The Objects for which the Society is established are:

3.1.1 to support and protect the character, status and interest of the legal profession;

3.1.2 to promote honourable practice, to repress malpractice, to settle disputed points of practice and to decide all questions of professional usage or courtesy between or amongst Solicitors in conducting legal business of all kinds;

3.1.3 to consider all questions affecting the interests of the Profession and to initiate and watch over and, if necessary, to petition Parliament or promote deputations in relation to general measures affecting the Profession and to procure changes of law or practice and the promotion of improvements in the principles and administration of the law;

3.1.4 to provide rooms and other facilities for the holding and conducting of sales of property, meetings of creditors, arbitration meetings and other like matters;

3.1.5 to promote legal education and information on legal and allied subjects, practice management, technology, financial services, legal and other services;

3.1.6 to advance legal education by providing prizes and other awards to persons who wish to become Solicitors in England and Wales;

3.1.7 to establish, supervise and maintain services to the public, professionals, other incorporated and unincorporated bodies, Solicitors and/or clients of Solicitors for arbitration, conciliation, mediation or determination of issues or questions of law or of fact or of practice;

3.1.8 to advertise and promote by any means the skills and services of Solicitors generally and of Members of this Society in particular;

3.1.9 to encourage the study of law by trainee solicitors, Associate Members and Student Members and for that purpose to give on such terms and conditions as may, from time to time, be prescribed, prizes or other awards or distinctions, including, but not limited to, the Sir George Fowler Prize;

3.1.10 to relieve and assist out of the Society's assets such poor and necessitous members of the Profession and their spouses, dependents, and families, and poor and necessitous spouses, dependants and families of deceased members of the Profession in any manner considered appropriate and to support the SBA, The Solicitors Charity; and

3.1.11 to do all other such lawful things as are in the opinion of the Committee incidental or conducive to the attainment of the above Objects or any of

them.

3.2 Provided that:

- 3.2.1 the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which, if an object of the Society, would make it a trade union;
- 3.2.2 in case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts;
- 3.2.3 the Objects set out in this Article 3 shall not be restrictively construed but the widest interpretation shall be given to them;
- 3.2.4 except where the context expressly so requires, the Objects shall not be in any way limited or restricted by reference to or inference from any other Object;
- 3.2.5 none of the Objects or the powers conferred by them shall be deemed subsidiary or ancillary to any other Objects or powers; and
- 3.2.6 the Society shall have full power to exercise all or any of the Objects as if each Object was the object(s) of a separate company.

3.3 The income of property of the Society howsoever derived shall be applied solely towards the promotion of the Objects of the Society as set forth in this Article 3 and no portion thereof shall be paid or transferred directly or indirectly by way of billing, bonus or otherwise howsoever by way of profit to the Members of the Society, provided that nothing herein shall prevent the payment in good faith by the Society:

- 3.3.1 of reasonable and proper remuneration to any Officer or employee of the Society or to any Member of the Society in return for any services actually rendered to the Society;
- 3.3.2 of any payment of interest at a rate not exceeding a reasonable commercial rate on money lent to the Society;
- 3.3.3 of reasonable and proper rent for premises demised or let by any Member to the Society; and
- 3.3.4 to any Committee Member for out-of-pocket expenses including, but not limited to, all reasonable expenses incurred by the President (or his representative) in attending functions agreed by the Committee, including, but not limited to, the:
 - 3.3.4.1 Solicitors' Annual General Conference, including the Presidents and Honorary Secretaries Conference and other similar conferences and meetings;
 - 3.3.4.2 annual general meeting and other meetings of the Association of South Western Law Societies;

- 3.3.4.3 functions and dinners organised by other local law societies;
- 3.3.4.4 functions organised by other professional bodies;
- 3.3.4.5 twice yearly meetings of the Federation of European Bars; and
- 3.3.4.6 meetings, functions and ceremonies organised by the Society and other European Bars.

Reasonable expenses in this Article 3.3.4 shall include basic air fares, second class rail travel, mileage at legal aid rates or at such rates that are recommended by the Honorary Treasurer and approved by the Committee, registration fees, overnight accommodation, meals and any other necessary and proper expenditure.

- 3.4 No Committee Members shall be appointed to any salaried office of the Society or any office of the Society paid by fees and no remuneration or other benefit in money or monies worth shall be given by the Society to any Committee Member except:
 - 3.4.1 such salary or fee as shall be determined by the Society in General Meeting;
 - 3.4.2 repayment of out-of-pocket expenses pursuant to Article 3.3.4; and/or
 - 3.4.3 interest at the rate set out in Article 3.3.2 on money lent or reasonable and proper rent for premises demised or let to the Society.
- 3.5 If, upon the winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under, or by virtue of, this Article 3.5, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the provisions of this Article 3.5 then to some charitable object.

4 MEMBERS

- 4.1 Members of the Society shall be elected as provided in this Article 4 and in accordance with any Rules established by the Committee under Article 10. Except as provided in Articles 4.11 to 4.13, no person other than a Solicitor shall be entitled to be a Member of the Society.
- 4.2 The different categories of membership include:
 - 4.2.1 Full Members, which shall include Honorary Members and Lifetime Members;
 - 4.2.2 Associate Members;
 - 4.2.3 Affiliate Members; and

4.2.4 Student Members,

unless otherwise agreed by the Committee.

- 4.3 Following a unanimous recommendation by the Committee, the Society may, by Ordinary Resolution, nominate any person, whether an existing Member of the Society or otherwise, to be an Honorary Member of the Society. An Honorary Member of the Society shall be a Full Member and shall not pay an annual subscription.
- 4.4 At the end of their annual appointment (in accordance with Article 6.5), the President of the Society shall become a Lifetime Member of the Society in recognition of their service and contribution to the Society. A Lifetime Member shall be a Full Member and shall not pay an annual subscription.
- 4.5 An application to be a Full Member of the Society shall be submitted by a Solicitor in such form as the Committee approves from time to time.
- 4.6 The Honorary Secretary shall at each Committee Meeting notify the Committee of each application for full membership received since the last Committee Meeting and shall lay each new application before the Committee for election. The Committee shall approve or reject an application for full membership by an Ordinary Resolution at a Committee Meeting.
- 4.7 All of the Members of the Society at the date of the adoption of these Articles shall continue to be Members.
- 4.8 Subject to Articles 4.3, 4.4 and 4.12, the annual subscription payable by Members shall be such as the Committee shall from time to time prescribe.
- 4.9 The Committee may establish Rules under Article 10 for the payment of a subscription by organisations on behalf of the Members working for or within such organisation by way of a single corporate subscription and at such level as the Committee may from time to time prescribe.
- 4.10 All annual subscriptions shall become due and payable in advance on the first day of the Society's financial year or, in the case of a Member elected after that date, on the day of his or her election.
- 4.11 An application for admission to the Society as an Associate Member shall be made in such form as the Committee approves from time to time.
- 4.12 An application for admission to the Society as a Student Member shall be by way of nomination by a senior member of the law school that the proposed Student Member attends. The Committee may accept an application for Student Membership in accordance with these Articles and any Rules that they establish under Article 10. Student Members will only be eligible to be such Members during the duration of their LLB undergraduate. Student Members shall not pay an annual subscription.
- 4.13 An application for admission to the Society as an Affiliate Member shall be made in such form as the Committee approves from time to time. The application will be considered by the Committee at the next Committee Meeting. If any two Committee Members present at the Committee Meeting vote against the application, it will be rejected. An Affiliate Member shall pay such subscriptions to the Society as may

from time to time be fixed by the Committee. Affiliate Members will only be eligible to remain a Member of the Society while they are an academic, practising barrister or a partner or senior employee of a law firm and reside or work within the Area.

- 4.14 Every application for membership shall contain an undertaking by the applicant that, on admission, he or she shall abide by these Articles and any Rules established by the Committee under Article 10 from time to time in force and that he or she will pay the subscription as it falls due.
- 4.15 A Member shall cease to be a Member of the Society in any of the following circumstances:
- 4.15.1 upon their death;
 - 4.15.2 where a Full Member ceases to be a Solicitor;
 - 4.15.3 upon service to the Society by the Member of one month's notice in writing terminating his or her membership;
 - 4.15.4 if any Member of the Society becomes bankrupt or compounds with or executes an assignment for the benefit of his or her creditors;
 - 4.15.5 if any Member of the Society shall in the opinion of the Committee have been guilty of any act or practice or conduct calculated to bring discredit on the Profession or to lower its status, or guilty of a wilful breach of the Articles or any Rule of the Society, provided that such Member shall have the right to appeal to a Special General Meeting of the Society to be called for that purpose at which he shall be given a proper opportunity of being heard. At such Special General Meeting any resolution to expel a Member shall be decided by a Special Resolution of the Full Members present and voting, such voting to be by ballot. If any Member is expelled under this Article, any employee of his who is a Member of the Society and/or, if such Member is a Partner in a firm, the other Partners shall not ipso facto cease to be Members; and
 - 4.15.6 if any Member whose subscription shall be in arrears for three months shall be given notice in writing of his or her default and if such Member shall continue in arrears for a further three months after service of the notice, he or she shall cease to be a Member of the Society. Such Member may be re-admitted upon payment of all arrears, unless the Committee, in its absolute discretion, determines otherwise,

provided that the Committee shall nevertheless have the power, in their absolute discretion, to reinstate a Member whose membership terminates in accordance with this Article 4.15 without re-election.

5 MEETINGS

- 5.1 A General Meeting of the Society shall be held annually before the end of April in each year, or at such other time as the Committee may decide, at such hour and place as may be determined by the Committee. The above-mentioned annual Meetings shall be called Ordinary General Meetings. The business of every such meeting shall be to receive the reports of the Committee and the Honorary Treasurer, to elect the Officers and accountant or auditor for the ensuing year, to elect the

Committee Members in the place of those retiring by rotation, and to transact any other business of which notice has been given or which ought to be transacted at an Ordinary General Meeting.

5.2 A Special General Meeting may be called at any time by:

5.2.1 the President;

5.2.2 the Committee Members; and

5.2.3 by the lesser of:

5.2.3.1 any fifty Full Members of the Society; or

5.2.3.2 Full Members who represent at least 5% of the total voting rights of all the Full Members having a right to vote at General Meetings

and in either case who requisition a Special General Meeting in writing. Any such request shall state the object of the Meeting and the provisions of Section 303 of the Act shall apply.

5.3 Subject to the provisions of the Act, General Meetings shall be called with at least 14 clear days' notice, unless a shorter notice is agreed by a majority of the Full Members that have a right to attend and vote at a General Meeting and represent not less than 90% of the total voting rights at that General Meeting.

5.4 Subject to the provisions of the Act, notice of a General Meeting may be given:

5.4.1 in person;

5.4.2 by sending it by post to a Member at his or her personal address or last known practice address;

5.4.3 electronically to an email address supplied to the Society by the Member for the purpose of receiving notice of a General Meeting; and/or

5.4.4 by posting a notice on the Society's website.

5.5 At every General Meeting the President or Vice-President or Deputy Vice-President shall be the Chairperson or in their absence a Chairperson chosen by the Full Members present at the General Meeting and entitled to vote shall preside.

5.6 Each question shall (except in the case of a ballot for the expulsion of a Member and as otherwise provided for in these Articles and subject to the provisions of the Act) be decided by an Ordinary Resolution of the Full Members present and voting.

5.7 In the case of an equality of votes the Chairperson shall have a second or casting vote.

5.8 At any General Meeting twenty Full Members present in person or by proxy shall be a quorum.

5.9 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon such requisition as is referred to in

Article 5.2.3, shall be dissolved. In any other case a General Meeting shall stand adjourned to such date time and place as the Chairperson shall determine. If at such adjourned General Meeting a quorum is still not present, any ten Full Members who are each present personally or as a proxy for a Full Member shall be a quorum and may transact the business for which the General Meeting was called.

- 5.10 An Associate Member, a Student Member and an Affiliate Member shall be permitted to attend any General Meeting of the Society, any Committee Meeting and meetings of sub-committees as an observer and shall be permitted to speak at any meeting at the discretion of the Chairperson, save if any confidential or sensitive matter is to be discussed. An Associate Member, a Student Member and an Affiliate Member shall not be permitted to vote in a General Meeting and shall not be counted in any quorum.

6 OFFICERS

- 6.1 The Officers of the Society shall be a President, a Vice-President, a Deputy Vice-President, an Honorary Treasurer and an Honorary Secretary.
- 6.2 At the date of the adoption of these Articles, the Officers of the Society are those persons elected at the General Meeting held on 25 April 2017.
- 6.3 The Officers shall each hold office until the next Ordinary General Meeting after the adoption of these Articles when they shall retire and, subject to Article 6.5, shall be eligible for re-election by the Members present and entitled to vote.
- 6.4 Each Officer shall retire at each annual Ordinary General Meeting and, subject to Article 6.5, shall be eligible for re-election by the Members present and entitled to vote.
- 6.5 Those persons appointed to fill the office of President, Vice-President and Deputy Vice-President are only eligible for each such appointment for one year.
- 6.6 The office of Honorary Treasurer and Honorary Secretary may be held by the same person and the Committee shall have the power for any just cause to remove or suspend any holder of either or both of such offices and to appoint another holder in his or her place until the next Ordinary General Meeting.
- 6.7 The Committee may by Ordinary Resolution nominate any person to hold any Office and any Full Member of the Society may likewise nominate any person to hold any Office provided:
- 6.7.1 no person may be nominated who is not a Full Member of the Society;
- 6.7.2 in the case of a nomination other than by the Committee the nomination must be seconded; and
- 6.7.3 the person so nominated must signify his or her consent to hold the position of Office.
- 6.8 As regards the nomination of the Deputy Vice-President, the Committee may in its absolute discretion and subject to the general provisions of these Articles delegate the function and duty of nomination to a meeting of the Past Presidents of the Society.

- 6.9 All casual vacancies arising among the Officers shall be filled by the Committee. Any Officer so appointed shall retire at the next following Ordinary General Meeting in accordance with Article 6.4 and shall be eligible for election as an Officer at such General Meeting.
- 6.10 A Committee Member chosen to fill a casual vacancy pursuant to Article 6.9 shall retain his position so long as the vacating Member of the Committee would have retained the same if no vacancy had occurred.

7 COMMITTEE

- 7.1 The Committee shall consist of the Officers of the Society together with: -
- 7.1.1 any Full Member of the Society who shall be a member of the Law Society Council;
 - 7.1.2 the Full Member of the Society who shall be appointed to the board of the SBA, The Solicitors Charity as the representative of the Society (or his or her duly appointed representative);
 - 7.1.3 the Immediate Past President of the Society;
 - 7.1.4 the chairpersons of all duly appointed committees and sub-committees;
 - 7.1.5 unless otherwise determined by the Society in General Meeting pursuant to Article 5.6, not less than ten nor more than forty elected Full Members of the Society. Associate Members, Student Members and Affiliate Members shall not be eligible for election to the Committee, although such Members can be co-opted as observers of the Committee.
- 7.2 In addition to the appointment of Committee Members under Articles 7.1.1 to 7.1.5, the Committee shall consist of any co-opted Committee Members, all of whom, subject to Article 7.3.2, must be Full Members of the Society.
- 7.3 The Committee Members shall endeavour to ensure that there is co-opted to the Committee in each year:
- 7.3.1 a Solicitor employed full time in local government;
 - 7.3.2 a representative of the Junior Lawyers' Division;
 - 7.3.3 a Solicitor employed full time in the Crown Prosecution Service if no such Solicitor is an elected Committee Member; and
 - 7.3.4 a representative of any other organisation or legal body that the Society elect in accordance with these Articles.
- 7.4 At the Ordinary General Meeting to be held in each year, all of the Committee Members (other than the Ex-Officio Committee Members) who have served for a period of three years shall retire. A retiring Committee Member (other than an Ex-Officio Committee Member) shall be eligible for re-election for a second term of three years.
- 7.5 Other than an Ex-Officio Member, if a Committee Member has served two

consecutive terms, he or she shall be eligible for further re-election only after an intervening period of twelve months from the date of his or her retirement. The length of time that a Committee Member has been in office shall be computed from the date of his or her initial election.

- 7.6 Ex-Officio Committee Members may serve as Committee Members for a maximum period of 12 months, which shall be computed from the date of his or her initial appointment to the Committee.
- 7.7 Every Full Member of the Society shall be entitled to nominate to the Committee any qualified Full Member or Full Members of the Society to serve on the Committee.
- 7.8 All papers relating to the nomination of a Committee Member shall:
 - 7.8.1 be in writing and delivered to the Honorary Secretary no later than the 31st day of January immediately preceding the date of the Ordinary General Meeting for the year concerned; and
 - 7.8.2 include, in respect of the person nominated;
 - 7.8.2.1 the date of his or her admission to the roll of solicitors;
 - 7.8.2.2 the town or city of their principal place of practice or business; and
 - 7.8.2.3 such other information as the Committee shall from time to time determine.
- 7.9 For the purpose of electing Committee Members pursuant to Article 7.1.5, the Society shall be deemed to consist of four Areas namely: -
 - 7.9.1 North Devon, as outlined in yellow on the map marked "Map A" and annexed to these Articles;
 - 7.9.2 South Devon, as outlined in yellow on the map marked "Map B" and annexed to these Articles;
 - 7.9.3 East Devon, as outlined in yellow on the map marked "Map C" and annexed to these Articles; and
 - 7.9.4 Somerset, which will comprise the area included within the Administrative County of Somerset as at 23 November 1973. For a definitive outline of Somerset as at the date of adoption of these Articles, a large scale map is available for inspection at the registered office of the Society.
- 7.10 Subject to Articles 7.11 and 7.13, a Member's usual place of work will determine the Area he or she falls within.
- 7.11 The Society shall in General Meeting have power to vary the constituency of the Areas as it shall think fit and shall be the absolute arbiter as to the relevant Area of any Member.
- 7.12 In deciding which Full Members nominated in accordance with Article 7.7 shall be elected Committee Members under Article 7.1.5 the Committee shall, so far as is

reasonably possible, ensure that the number of elected Committee Members for each Area shall be in proportion to the number of Full Members of the Society in each Area.

- 7.13 For the purpose of Articles 7.9 to 7.12, if any Member of the Society shall practise in more than one Area then his or her Area shall be the area in which his or her principal office is located.
- 7.14 A Committee Member may retire from the Committee upon giving one month's notice in writing to the Society of his or her intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- 7.15 A Committee Member can be removed from the Committee by:
- 7.15.1 the Full Members passing an Ordinary Resolution; or
- 7.15.2 the Committee Members passing a Special Resolution.
- 7.16 All casual vacancies arising among the Committee Members shall be filled by the Committee and a Committee Member chosen to fill a casual vacancy pursuant to this Article shall retain his or her position so long as the vacating Committee Member would have retained the same if no vacancy had occurred. Articles 7.4 and 7.5 shall apply to a Full Member chosen to fill a casual vacancy and the length of time that the new Committee Member has been in office shall be computed from the date of the vacating Committee Member's initial election.
- 7.17 If any Committee Member shall for any reason cease to be a Full Member of the Society he or she shall cease to be a Committee Member simultaneously.
- 7.18 If an Ex-Officio Committee Member shall cease for any reason to hold the respective office or offices giving rise to his or her appointment to the Committee, he or she shall cease to be a Committee Member. And if an Ex-Officio Committee Member (excluding the Junior Lawyers' Division representative who may be an Associate Member of the Society) shall cease to be a Full Member of the Society for any reason, he or she shall cease to be a Committee Member.
- 7.19 The Society in General Meeting may increase or reduce the number of elected Committee Members.
- 7.20 Subject to these Articles, the Committee shall have the authority to establish Rules in accordance with Article 10 governing matters such as the nomination, election and removal of a Committee Member.

8 POWERS AND PROCEDURE OF COMMITTEE

- 8.1 Subject to the Articles and to the applicable provisions of the Act, the Committee Members are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.
- 8.2 The Full Members of the Society may, by Special Resolution, direct the Committee Members to take, or refrain from taking, specified action. No such Special Resolution invalidates anything which the Committee Members have done before the passing of the resolution.

- 8.3 Subject to these Articles, the general rule about decision-making by the Committee Members is that any decision of the Committee must be taken as a majority decision at a meeting or as a written resolution or otherwise as a unanimous decision taken in accordance with Article 8.4. Subject to the Articles, each Committee Member participating in a Committee Meeting has one vote.
- 8.4 A unanimous decision of the Committee is taken in accordance with this Article when all of the Committee Members indicate to one another by any means that they share a common view on a matter.
- 8.5 The Committee shall have power to convene Committee Meetings and regulate its own procedures. Any five Committee Members, including not less than two Officers, shall form a quorum. At a Committee Meeting, all questions shall be decided by a majority of votes on a show of hands and in the case of an equality of votes the Chairperson of the Committee Meeting shall have a casting vote. A Committee Meeting may at any time be called by the President or Honorary Secretary or at the request of any two of the other Committee Members.
- 8.6 The Committee may co-opt any Full Member of the Society to be a Committee Member for a period not exceeding twelve months at any one time and such co-opted Committee Member shall have all the powers of an elected Member of Committee.
- 8.7 The Committee shall not act in contravention of any bank mandate relating to the Society and in force from time to time. The Committee shall notify the Society's bank of any changes to the signatories on any bank mandate and of any other changes relevant to the operation of the Society's bank account.
- 8.8 The Committee shall have the power to nominate Honorary Members to the Society in its absolute discretion.

9 **SUB COMMITTEES**

- 9.1 The Committee may delegate any of its powers or duties to sub-committees, including the Executive Committee.
- 9.2 The Executive Committee shall be a sub-committee of the Committee, comprising the Officers of the Society together with the Immediate Past President of the Society. The Executive Committee shall be responsible for the day to day management of the Society.
- 9.3 The chairperson of the Vice President's committee shall be the Vice President.
- 9.4 Subject to Article 9.3, the chairpersons of sub-committees shall be appointed by the Committee Members. At the Committee Meeting immediately preceding an Ordinary General Meeting, the Committee shall nominate the chairpersons of each sub-committee for the year to follow. Such nomination shall take effect immediately after that Ordinary General Meeting but shall be confirmed or rescinded by the Committee at the first Committee Meeting after the relevant Ordinary General Meeting.
- 9.5 At the Committee Meeting immediately preceding an Ordinary General Meeting, the Committee shall nominate the members of each sub-committee for the following year.

- 9.6 At the first Committee Meeting immediately following an Ordinary General Meeting, the Committee shall review and consider the composition of each sub-committee for the current year and may make such alterations as it considers appropriate.

10 **RULES**

Subject to these Articles, the Committee may establish rules governing matters relating to the administration of the Society that are required from time to time for the effective operation of the Society (for example, provisions relating to the admission of Members, classes of Members, membership fees and subscriptions). If there is any conflict between the terms of these Articles and any rules established under this Article 10, the terms of these Articles shall prevail.

11 **MINUTES**

Minutes of the proceedings of every Meeting of the Society and of every Committee Meeting shall be recorded in a minute book or books to be kept for that purpose and shall be signed by the Chairperson of that or of the next following Meeting and such Minutes, when so recorded and signed, shall be taken as evidence of the proceedings of the Meeting recorded without further proof.

12 **WRITTEN RESOLUTIONS**

A resolution of the Full Members may be passed as a written resolution in accordance with Chapter 2 of Part 13 of the Act.

13 **ACCOUNTS**

- 13.1 The Committee shall at each Ordinary General Meeting lay before the Full Members a set of financial statements in accordance with the requirements of the Act and prepared by an independent accountant who is external to the Society, made up to a date not more than five months before the General Meeting at which they are to be tabled, together with a report of the Committee on the affairs of the Society.

- 13.2 The books and accounts of the Society shall be open to the inspection of the Full Members at any time during business hours at the registered office of the Society subject to any reasonable restrictions, as to the time and manner of inspection, which may be imposed by the Society in General Meeting.

14 **AUDIT AND TRUE ACCOUNTS**

The provisions of the Act shall apply to and be observed by the Society in respect of the duty to keep accounting records and in respect of the appointment and functions of an auditor.

15 **NOTICES**

- 15.1 With the exception of:

15.1.1 notice of a General Meeting under Article 5.4;

15.1.2 a written application for membership under Article 4; and

15.1.3 the provision of nomination papers under Article 7.8,

all of which may be given by way of email, any notice or other communication given by the Society to a Member or by a Member to the Society shall be in writing and shall be delivered by hand or by pre-paid first-class post or other next working day delivery service to the Member at his or her last known place of business or personal address and to the Society at its registered office.

- 15.2 Any notice or communication shall be deemed to have been received:
- 15.2.1 if delivered by hand, on signature of a delivery receipt or at the time the notice is left at the proper address; or
 - 15.2.2 if sent by pre-paid first-class post or other next working day delivery service, at 9.00 am on the second business day after posting or at the time recorded by the delivery service.
- 15.3 Any notice or communication that is capable of delivery by email shall, if sent by email, be deemed to have been received at 9am on the next business day after sending.

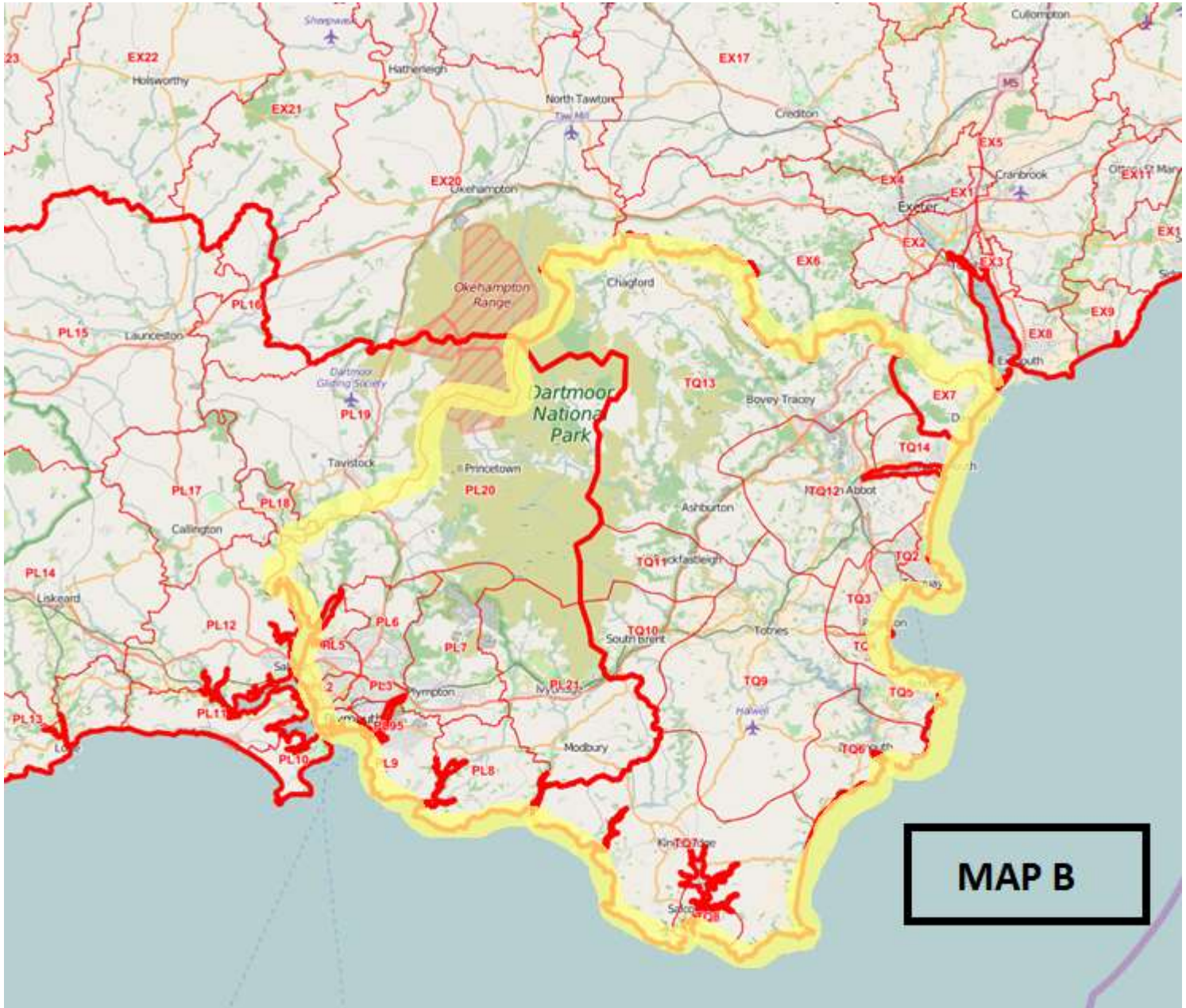
16 **INDEMNITY AND INSURANCE**

- 16.1 Subject to Article 16.2, but without prejudice to any indemnity to which a relevant Officer is otherwise entitled, each Officer shall be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as an 'Officer':
- 16.1.1 in the actual or purported execution and/or discharge of his or her duties, or in relation to them;
 - 16.1.2 in relation to the Society's activities as trustee of an occupational pension scheme (as defined in Section 235 (6) of the Act), if any; and
 - 16.1.3 any other liability incurred by that Officer.
- 16.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 16.3 The Committee Members may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Officer in respect of any relevant loss. In this Article, a relevant loss means any loss or liability which has or may be incurred by an Officer in connection with his or her duties or powers in relation to the Society or any pension fund of the Society.

ANNEXURE 1



ANNEXURE 2



ANNEXURE 3

