

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE CITY OF LONDON LAW SOCIETY

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context otherwise requires, words or expressions shall have the meaning ascribed to them below.

Additional Director	has the meaning given to it in article 11.7;
Affiliate Member	has the meaning given to it in article 3.2(d);
AGM	means an annual general meeting of the Company;
Articles	means the articles of association of the Company;
Associate Member	has the meaning given to it in article 3.2(e);
Board	means the board of Directors of the Company;
Byelaws	means any and all byelaws made by the Board in accordance with article 29;
Chair of the Board	has the meaning given to it in article 11.5;
Chair of the Nominations Committee	has the meaning given to it in article 10.4;
Chief Executive	means the chief executive of the Company appointed by the Board from time to time;
City	means: <ul style="list-style-type: none">(a) the City of London;(b) the area falling within a one-mile radius from the Bank of England;(c) the Canary Wharf business district; and(d) any other area designated from time to time by the Board, being an area near the City of London in which, in the opinion of the Board, the professional activities of Solicitors are concerned, to a material extent, with the financial, commercial and professional activities carried on in the City of London;

clear days	means, in relation to a period of a notice, 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;
CLSC	means the City of London Solicitors' Company (Royal Charter number RC000119);
Company	means The City of London Law Society (registered number [●]);
Company Secretary	means the secretary of the Company appointed in accordance with article 14.2;
corporate entity	means a corporate body, partnership or organisation, however and wherever organised or constituted, and whether incorporated or unincorporated;
Corporate Member	has the meaning given to it in article 3.2(a);
Corporate Office Solicitor	means a Solicitor who works at the office of a Corporate Member, including any Solicitor who works remotely but whose official place of business is the City office of a Corporate Member;
Council of the Law Society	means the Solicitors elected or co-opted from time to time to serve on the Council of the Law Society;
Court Member	means a court member of the CLSC from time to time;
Deemed Member	has the meaning given to it in article 3.2(g);
Director	means a director of the Company;
EGM	means an extraordinary general meeting of the Company;
Electable Members	means any of the following who are entitled to stand for election to become a Director, namely: <ul style="list-style-type: none"> (a) Corporate Office Solicitors; (b) Individual Members;

	(c) Subscribing Members; and
	(d) Affiliate Members;
Elected Directors	means the Electable Members elected to become Directors;
Ex-officio Directors	has the meaning given to it in article 11.6;
executed	means any mode of execution;
general meeting	means an AGM or an EGM;
Honorary Member	has the meaning given to it in article 3.1(f);
Honorary Secretary	means a Company Secretary appointed in accordance with article 14.3;
Individual Member	has the meaning given to it in article 3.2(b);
Initial Director	has the meaning given to it in article 11.9;
Law Society	means the Law Society of England and Wales;
Master	means the Master of the CLSC from time to time;
Member	means a person admitted to the Company as a member in accordance with these Articles in one of the following classes of membership:
	(a) the CLSC;
	(b) Corporate Members;
	(c) Individual Members;
	(d) Subscribing Members;
	(e) Affiliate Members;
	(f) Associate Members;
	(g) Honorary Members;
	(h) Deemed Members; and
	(i) persons in any other class of membership of the Company created

by the Directors from time to time pursuant to article 3.3;

Nominations Committee	means the nominations committee as defined in article 10;
Objects	means the purposes of the Company as defined and set out in article 2;
Office	means the office of the Company, being at the date of the adoption of these Articles, The City of London Law Society, 4 College Hill, London, EC4R 2RB;
Ordinary Business	means the business to be transacted at an AGM, as further described in article 21.3;
President	means the Master of the CLSC acting as president of the Company whose role is further defined in article 14.1;
Prior Body	means the unincorporated City of London Law Society existing prior to the incorporation of the Company;
Qualifying Work Experience	means work experience which is eligible to be counted for the purposes of becoming a Solicitor via the Solicitors Qualifying Examination route in accordance with the Solicitors Regulation Authority guidelines;
Senior Warden	means the Senior Warden of the CLSC from time to time;
Solicitor	means a person qualified to act as a solicitor as defined in sections 1 and 1A of the Solicitors Act 1974 including any statutory modification or re-enactment thereof for the time being in force;
Solicitor Apprenticeship	means a formal solicitor apprenticeship scheme with any law firm, in-house legal team or legal services provider;
Solicitors Disciplinary Tribunal	means the tribunal constituted as a statutory tribunal under Section 46 of the Solicitors Act 1974;

Solicitors Qualifying Examination	means a set of assessments which a person must pass on their route to qualification as a Solicitor;
Solicitors Register	means the register on the Solicitors Regulation Authority website which holds the records of the Solicitors and law firms regulated by them;
Solicitors Regulation Authority	means the regulatory body for Solicitors in England and Wales;
Special Business	means any business which is not Ordinary Business to be transacted at a general meeting;
Subscribing Member	has the meaning given to it in article 3.2(c);
Temporary Elected Director	has the meaning given to it in article 11.4;
Trainee Solicitor	means a person who has entered into a contract in writing under which they are employed as a trainee Solicitor;
Treasurer	means the treasurer of the Company appointed in accordance with article 14.4;
the United Kingdom	means the United Kingdom of Great Britain and Northern Ireland, not including the Channel Islands, the Isle of Man or the United Kingdom's Overseas Territories; and
Voting Member	means, subject to articles 6.4 and 11.2: <ul style="list-style-type: none"> (a) a Corporate Member; (b) an Individual Member; (c) a Subscribing Member; or (d) an Affiliate Member or Associate Member, <p>and for the avoidance of doubt, in respect of a Corporate Member that is a partnership or organisation without separate legal personality, the Deemed Members shall not be Voting Members.</p>

1.2 In these Articles, unless the context otherwise requires, the headings are inserted only for convenience and shall not affect the construction of these Articles.

- 1.3 Unless the context otherwise requires, words or expressions importing the masculine shall include the feminine and neuter, and vice versa.
- 1.4 Unless the context otherwise requires, words or expressions importing the singular shall include the plural, and vice versa.
- 1.5 Unless the context otherwise requires, words or expressions importing the binary shall include the non-binary, and vice versa.
- 1.6 In these Articles any reference to a person includes an individual, a corporate entity, a partnership or any organisation without separate legal personality.
- 1.7 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date of adoption of these Articles.
- 1.8 Any reference to an article is to an article of these Articles.

2. OBJECTS

The Objects of the Company are the following:

- (a) to afford means of professional intercourse and mutual information between and otherwise to promote the interests of Solicitors practising or who have practised in the City;
- (b) to assist the Law Society and other societies connected with the Solicitors' profession, whether professional, benevolent, social or otherwise;
- (c) as appropriate, to promote the Principles set out for the time being in the Solicitors Regulation Authority's Standards and Regulations, or any successor regulatory framework;
- (d) to promote honourable practice and adherence to professional principles, and to consider questions of professional usage or courtesy in conducting legal business of all kinds;
- (e) to watch over measures affecting the legal profession or producing changes of law or practice with a view to safeguarding the interests of Solicitors practising in the City and of their clients; and
- (f) to promote improvements in the status and relations of Solicitors in the City with other members of the legal profession and other bodies, particularly in the City.

3. MEMBERSHIP CLASSIFICATION

- 3.1 The membership of the Company shall be divided into the following classes:

- (a) the CLSC;
- (b) Corporate Members;
- (c) Individual Members;
- (d) Affiliate Members;
- (e) Associate Members;
- (f) Honorary Members; and
- (g) Subscribing Members.

3.2 Persons may be eligible for membership if they satisfy any of the following class definitions (subject to any guidelines contained in any Byelaws):

- (a) a **Corporate Member** is any corporate entity or any unincorporated partnership or other organisation having an office located in the City whose primary function is the provision of the services of Solicitors;
- (b) an **Individual Member** is any Solicitor practising in the City, and, upon ceasing to practise in the City, an Individual Member shall become a Subscribing Member unless they notify the Company that they wish to resign as a Member;
- (c) a **Subscribing Member** is any Solicitor or retired Solicitor who has practised in the City but no longer does so and who has not notified the Company that they wish to resign as a Member;
- (d) an **Affiliate Member** is:
 - (i) any barrister, advocate, notary public or Solicitor admitted or called in the United Kingdom, other than any Solicitor eligible to become an Individual Member or Subscribing Member; or
 - (ii) any person who is fully qualified to practise law in a jurisdiction outside the United Kingdom, in accordance with the rules regulating the legal profession in that jurisdiction;
- (e) an **Associate Member** is:
 - (i) any Trainee Solicitor who is practising in the City;
 - (ii) any person undertaking a Solicitor Apprenticeship in the City;
 - (iii) any person training in the United Kingdom to become a barrister, advocate, notary public, licensed conveyancer or legal executive;
 - (iv) any person who:

- (A) is employed in the City in a role deemed by the Board to relate substantially to the practice of law or the provision of legal advice;
 - (B) is training to become a Solicitor;
 - (C) is preparing to take the Solicitors Qualifying Examination or another examination which has been approved by the relevant regulator and certified by a resolution of the Board to be an equivalent successor examination to the Solicitors Qualifying Examination; and
 - (D) is undertaking either Qualifying Work Experience which has been confirmed as such by their employer or another programme which has been approved by the relevant regulator and certified by a resolution of the Board to be an equivalent successor programme to Qualifying Work Experience;
- (f) an **Honorary Member** is a person (whether or not a Solicitor) who has rendered distinguished service to the Company or to the law, or who is able to assist the Company in promoting its Objects, or who otherwise is deserving of recognition by the Company on account of their distinction or eminence. Honorary Members may be admitted by the Board to honorary membership for life or any lesser period; and
- (g) a **Deemed Member** is a partner of a partnership, or member of any other organisation, without separate legal personality which is admitted as a Corporate Member.

3.3 The Board may in its absolute discretion create and abolish additional classes of Member on such terms and conditions as it sees fit.

3.4 The Board may in its absolute discretion vary the terms and conditions of any additional class of membership of the Company.

3.5 Without prejudice to articles 3.3 and 3.4, any additional class of Member created by the Board will not be eligible to vote at general meetings.

4. **LIABILITY OF MEMBERS**

Subject to Article 6.4, the liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for the:

- (a) payment of the Company's debts and liabilities contracted before they cease to be a Member;

- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

5. RIGHTS AND CHARACTERISTICS OF MEMBERS

- 5.1 Voting Members shall be the only Members entitled to vote at general meetings.
- 5.2 Electable Members shall be the only Members entitled to stand for election to the Board and any other committee roles of the Company.
- 5.3 The CLSC and Honorary Members shall have the rights as set out in these Articles or any Byelaws but not otherwise.

6. MEMBERSHIP ADMISSION

- 6.1 The CLSC is admitted as a Member on incorporation of the Company.
- 6.2 Persons who are members of the Prior Body at the date of incorporation will, on confirming their wish to be a Member of the incorporated Company by completing an application in accordance with article 6.3, be accepted without further charge as Members for the remainder of the term for which their membership of the Prior Body was valid, and will be eligible to apply to renew their membership for successive terms.
- 6.3 Persons may be admitted to a class of membership of the Company upon application in such a form and manner that the Board may prescribe in their absolute discretion. Applications may be approved or rejected by the Board subject to any provisions in any Byelaws.
- 6.4 In respect of partnerships or other organisations without separate legal personality which are admitted as Corporate Members:
 - (a) the partnership or organisation's name (and not the names of each of the partners of the partnership or members of the organisation) shall be entered on the register of Members;
 - (b) each of the partners of the partnership or members of the organisation shall be Deemed Members and, for the avoidance of doubt, any individual who becomes a partner of the partnership or member of the organisation shall automatically be a Deemed Member and a person who ceases to be a partner of the partnership or member of the organisation shall automatically cease to be Deemed Member;
 - (c) subject to the provisions of these Articles and any Byelaws, as a Deemed Member each partner of each such partnership or member of each such organisation shall be jointly (but not severally):

- (i) entitled to all the rights, including, without limitation, in the exercise of their rights in respect of:
 - (A) the appointment of Directors;
 - (B) voting; and
 - (C) the Company in general meetings; and
- (ii) responsible for all of the obligations,
associated with such partnership's or organisation's membership of the Company as a Corporate Member, and for the avoidance of doubt a Deemed Member shall not be an Individual Member or entitled to any other rights or responsible for any other obligations as a Member.

7. TERMINATION OF MEMBERSHIP

- 7.1 A Member may resign from the Company by giving notice in writing to the Company at any time, and upon such notice taking effect shall cease to be such a Member but without abatement of subscription fees paid or due and without prejudice to the right of the Board to recover any sums owing to the Company.
- 7.2 Without prejudice to article 8.5, the Board shall have the right to terminate with immediate effect the membership of any Member (with the exception of the CLSC) who or which in the opinion of the Board:
 - (a) no longer satisfies the eligibility conditions of membership of the Company;
 - (b) has failed to fulfil the requirements of proper professional and ethical standards in any material respect;
 - (c) is engaged in activities which are detrimental or contrary to the Objects or interests of the Company;
 - (d) fails to comply with any requirement prescribed in any Byelaws where the penalty for non-compliance so prescribed includes removal from membership;
 - (e) is no longer worthy of membership for any other good and sufficient reason.
- 7.3 In exercising the right set out in article 7.2, the Board shall have regard only to relevant factors, taking a decision in good faith which furthers the interests of the Company.
- 7.4 The Member concerned shall have a right to make representations in accordance with any Byelaws to the Board or to a committee thereof before a final decision is made under article 7.2, provided that there shall be no such right where the Member's name has been struck off the Solicitors Register for a disciplinary offence

or they have been suspended from practice or the Solicitors Disciplinary Tribunal has made an order prohibiting the restoration of their name to the roll except by order of the Solicitors Disciplinary Tribunal.

8. MEMBER SUBSCRIPTIONS AND LAPSE OF MEMBERSHIP

- 8.1 Except as herein provided, each Member (with the exception of the CLSC) shall pay an annual subscription of such sum as the Board may from time to time decide.
- 8.2 Different subscriptions may be set for each class of membership of the Company and within each class different subscriptions may be set according to such criteria as the Board may fix, full details of which shall be made available to Members.
- 8.3 Save as otherwise set out in any Byelaws, annual subscriptions shall be payable in respect of a subscription year as determined by the Board.
- 8.4 No Member shall be entitled to any of the privileges of membership of the Company if his, her or its annual subscription is more than three months in arrears.
- 8.5 A Member whose subscription has been in arrears for a period of more than six months shall, if the Board so directs, cease to be a Member but without prejudice to the right of the Board to recover any sums owing to the Company.

9. MEMBERSHIP GRIEVANCES

- 9.1 The Board shall appoint a partner of a Corporate Member holding the position of Senior Partner or, if such a person is not available, a partner of a Corporate Member who is deemed by the Board to be of equivalent and appropriate seniority and standing, and to possess sufficient and appropriate experience in mediation, to receive, consider and adjudicate on any grievances of Members, former Members or prospective Members, in accordance with any processes laid down by the Board from time to time.
- 9.2 For the purpose of this article, a grievance shall include:
- (a) any complaint that involves a question of the interpretation of, or compliance with, the provisions of these Articles or any Byelaws; and
 - (b) any complaint against the Company, the Board or any other committee established by the Company, or any officer or employee of the Company.

10. NOMINATIONS COMMITTEE

- 10.1 The functions of the Nominations Committee shall be:
- (a) to solicit, encourage and nominate candidates for election to the Board as provided by these Articles and any Byelaws;

- (b) to take all reasonable steps to source potential candidates widely across the full membership of the Company, taking account of both skills and experience liable to enrich the composition of the Board and to render it balanced and diverse including with regard to such matters as:
 - (i) the size of the firm to which a candidate belongs and the nature of its practice;
 - (ii) the length of post-qualification experience of the candidate and of the Directors; and
 - (iii) the desirability of ensuring that the Board includes one or more Directors who are not in private practice.
- 10.2 The Nominations Committee may establish sub-committees to assist it in the furtherance of its functions.
- 10.3 The Nominations Committee shall comprise of:
- (a) a Chair of the Nominations Committee;
 - (b) the Chair of the Board;
 - (c) the President; and
 - (d) persons appointed pursuant to article 10.5.
- 10.4 The Chair of the Nominations Committee will be appointed by the Board by simple majority and will be a senior partner of a Corporate Member or, if such a person is not available, a partner of a Corporate Member who is deemed by the Board to be of appropriate seniority and standing.
- 10.5 The Nominations Committee shall appoint by simple majority additional persons as they see fit to be members of the Nominations Committee. At least one of the persons so appointed shall be an Individual Member, not being a Corporate Office Solicitor, a Subscribing Member or an Affiliate Member. In the event of a tie, the Chair of the Nominations Committee shall have the casting vote.
- 10.6 The quorum for a meeting of the Nominations Committee to transact business will be three unless fixed otherwise by the Nominations Committee.
- 10.7 Decisions made by the Nominations Committee shall be decided by simple majority with each member of the Nominations Committee having one vote. In the event of a tie, the Chair of the Nominations Committee shall have the casting vote.
- 10.8 The Nominations Committee shall have absolute discretion as to the frequency, time and location of its meetings and may adopt rules of procedure that are not inconsistent with these Articles and may from time to time amend, alter, add to or rescind such rules in whole or in part.

10.9 The Nominations Committee shall have the right to invite other persons to attend its meetings in a non-voting capacity, including without limitation the Chief Executive and the Senior Warden.

11. COMPOSITION OF THE BOARD

11.1 The Board shall comprise of:

- (a) Elected Directors and/or Temporary Elected Directors, not totalling more than twelve;
- (b) the Chair of the Board;
- (c) Ex-officio Directors; and
- (d) up to two Additional Directors.

11.2 Subject to the operation of any memorandum of understanding or other agreement from time to time between the Company and the CLSC, Liverymen and Freemen of the CLSC shall be deemed to have the status of Individual Member or, if no longer practising as a Solicitor in the City, Subscribing Members for the purpose of candidacies for election to the Board and its subsidiary committees. Liverymen and Freemen of the CLSC who are elected to the Board and its subsidiary committees on the basis of this article shall be entitled to participate in votes held in the committee or committees on which they sit, but they shall not have the status of Voting Members or be entitled to participate in votes at general meetings.

11.3 Elected Directors and candidates for election shall be Corporate Office Solicitors, Individual Members, Affiliate Members or Subscribing Members and will be elected to the Board at the AGM in accordance with article 12.

11.4 Any casual vacancy arising among the Elected Directors between AGMs may be filled by a resolution of the Directors made in accordance with articles 17.2 and 17.3. Such a Member shall hold office as a **Temporary Elected Director** until the next AGM but will be eligible for re-election.

11.5 The Chair of the Board shall, if they do not already have this status, following their election and subject to obtaining their written consent, be a Director and will be elected as chair for a term prescribed by the Board in their discretion. On expiry of the term, the Chair of the Board may be eligible for re-election, however the total tenure of the Chair of the Board will not exceed seven years save in exceptional circumstances as determined by the Board.

11.6 The **Ex-officio Directors** include the following if not already Elected Directors:

- (a) the President;

- (b) up to two Court Members or Liverymen of the CLSC appointed by the CLSC, provided that no Liveryman who is not also a Court Member shall be so appointed without prior consultation with the Chair of the Board;
 - (c) up to four members of the Council of The Law Society of England and Wales, nominated by the Chair of the Board following consultation with office holders of The Law Society of England and Wales and ratified by a simple majority of the Elected Directors and Temporary Elected Directors; and
 - (d) the Treasurer.
- 11.7 The Board shall be entitled to appoint not more than two Corporate Office Solicitors or Individual Members, Affiliate Members or Subscribing Members as Additional Directors of the Board. Each such Member shall hold office as an Additional Director until the next AGM but will be eligible for re-election as an Elected Director or for re-appointment as an Additional Director.
- 11.8 The Chief Executive shall not be a Director but, unless the Chair of the Board exercising their reasonable discretion decides otherwise, shall have the right to attend all meetings of the Board and to offer views and advice on the matters under deliberation without participating in voting.
- 11.9 The Directors appointed upon incorporation of the Company who were members of the committee of the Prior Body (the **Initial Directors**) shall serve as Elected Directors for the remainder of the term for which they were elected to serve on the committee of the Prior Body.

12. ELECTION OF ELECTED DIRECTORS

- 12.1 Candidates for election as Elected Directors are to be nominated by no less than two Voting Members. The nomination must be in writing and signed by the nominating Voting Members and be accompanied by the written undertaking of the candidate to serve if elected. The nomination shall be delivered by a candidate to the Board not less than 50 clear days before the AGM in the year of the proposed election. These requirements can be waived by the Board at their discretion.
- 12.2 Elected Directors shall be elected by the Voting Members at the AGM with up to four Elected Directors or, if the Board so resolves, whatever greater number is required in order to bring the total of Elected Directors to twelve, being elected at each AGM.
- 12.3 Elected Directors shall each serve a term of three years, save that the Initial Directors will serve the rest of the term for which they were appointed as members of the committee of the Prior Body. Elected Directors shall be eligible to stand for re-election, provided that they shall not serve as Elected Director for more than six consecutive years.

- 12.4 If the total number of candidates nominated for election does not exceed the number of vacancies, the Chair of the Board shall declare the relevant candidates to be elected without a vote.
- 12.5 If the total number of candidates nominated for election who have not since withdrawn exceeds the relevant number of vacancies, the Board shall arrange for ballot papers to be sent to Voting Members at least 21 days before the date of an AGM. Ballot papers shall include the maximum votes attributable to the Voting Member provided in article 12.6. Voting Members shall ensure that their ballot paper adheres to the following requirements:
- (a) be signed by the Voting Member or in the case of a Corporate Member their authorised representative;
 - (b) bear the Voting Member's address; and
 - (c) be returned to the Chief Executive in accordance with article 30.1, no later than two clear days before the AGM.
- 12.6 Each Voting Member shall have:
- (a) in the case of Corporate Members, one vote for each complete £1,000 of the Member's annual subscription paid in the current year inclusive of value added tax, or a higher sum selected to take account of inflationary increases and approved by a resolution of a general meeting of the Company, to be used as a single block for the purpose of electing Directors; or
 - (b) in the case of any other Voting Members, one vote for the purpose of electing Directors.
- 12.7 The Chief Executive shall appoint impartial scrutineers who in their discretion will determine whether each ballot has been properly completed in accordance with the requirements in article 12.5.
- 12.8 The successful candidates in the ballot shall be those holding the largest number of votes and their names shall be announced at the AGM.

13. **TERMINATION OF DIRECTOR'S APPOINTMENT**

A person will cease to be a Director of the Board as soon as:

- (a) that Director ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that Director;
- (c) a composition is made with that Director's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that Director gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) for more than six consecutive months that Director has been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that their office be vacated;
- (g) (where a Director is a Member) the Director ceases to be a Member in accordance with article 7.2; or
- (h) In the case of an Ex-officio Director who is Master at the time of their appointment, when that Director ceases to be Master (whereupon the CLSC may, for the avoidance of doubt, designate the person then taking up the office of Master as President and an Ex-officio Director under article 11.6(a)).

14. ROLES OF THE BOARD

- 14.1 The role of the Chair of the Board shall be to provide leadership to the Company and to the Board in the pursuit of its Objects, to chair its Board meetings and to provide strategic clarity, and to be a principal interface between the Company and such senior stakeholders in government, the media and further afield as the Company needs to engage with from time to time.
- 14.2 The role of the President shall be essentially ambassadorial in nature, and will involve supporting the Chair of the Board in their work and helping thereby both to attain the Objects of the Company and to ensure continued close cooperation between the Company and the CLSC. The President and the Chair of the Board shall ordinarily meet to discuss issues of common interest and concern at least quarterly.
- 14.3 The Company Secretary will be appointed by the Board and the role will be fulfilled by the Chief Executive or another employee of the Company designated by the Chief Executive. The Company Secretary will be accountable for ensuring that the Company fulfils any financial or other reporting requirements in accordance with the Companies Act 2006, and shall be responsible for issuing or ensuring the issuance of agendas for Board meetings.
- 14.4 The Board may also from time to time and at its sole discretion appoint an Honorary Secretary of the Company to exercise such functions as are determined by the Board. The term of office for any such Honorary Secretary shall be decided and confirmed by the Board at the time of the appointment. The role of Treasurer shall be fulfilled

by a Corporate Office Solicitor or an Individual Member, Subscribing Member or Affiliate Member appointed by the Board.

15. POWERS OF THE DIRECTORS

15.1 Subject to these Articles and any Byelaws, the Directors are responsible for the management of the Company's business and property, for which purpose they may exercise all the powers of the Company, including those listed in Appendix 1.

15.2 No alteration of these Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made.

15.3 Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

15.4 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

15.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

16. COMMITTEES

16.1 Committees to which the Directors may delegate any of their powers to, and comprising of Members or Corporate Office Solicitors as the Board see fit, must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.

16.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

16.3 No committee shall have authority to incur expenditure save in accordance with a budget previously agreed with the Board.

16.4 The Board shall have the power to instigate and enforce limits on the number of Members other than Corporate Office Solicitors who may sit on its committees.

- 16.5 The Chair of the Board shall be an ex-officio member of every committee established by the Board. Employees of the City of London Law Society may attend meetings of such committees by invitation in a non-voting capacity.
- 16.6 Committees shall by majority vote select a chair-designate from among their members, whose appointment will however be subject to approval and ratification by the Board; if no such chair-designate is elected, or, if at any meeting the chair-designate is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting. The Board shall have the right to require that chairs and other office holders of its subsidiary committees should be Corporate Office Solicitors.
- 16.7 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.
- 16.8 All acts and proceedings of committees shall be reported to the Board fully and promptly.

17. DECISIONS OF THE BOARD

- 17.1 Subject to the provisions of these Articles, the Board may regulate their proceedings as they think fit.
- 17.2 The general rule about decision-making by Directors is that any decision of the Directors must be a majority decision.
- 17.3 If at any meeting the Chair of the Board is not present, the Elected Directors present shall choose one of their number to be chair of the meeting by simple majority.
- 17.4 In the case of an equality of votes with regard to any decision of the Directors, the Chair of the Board, and in their absence, a chair of the meeting elected in accordance with article 17.3, shall have a second and casting vote.
- 17.5 The Directors shall ensure that the Company keeps, for at least 10 years from the date of any meeting or any written resolution, minutes of that meeting of the Board or that written resolution passed respectively.

18. MEETINGS OF THE BOARD

- 18.1 The quorum for the transaction of the business of the Board shall be five Directors who are entitled to vote unless the quorum is otherwise fixed by the Board.
- 18.2 Any Director may call a Board meeting by giving notice of the meeting to the Directors in accordance with article 18.4 or by authorising the Company Secretary to give such notice.
- 18.3 Directors participate in a Board meeting, or part of a Board meeting, when:

- (a) the meeting has been called and takes place in accordance with these Articles,
and
 - (b) they can each communicate to the others any information or opinions they have
on any particular item of the business of the meeting.
- 18.4 A minimum of two weeks' notice shall be given to the Directors of any meeting of the Board with such notice specifying generally the nature of the business to be transacted, with a more detailed agenda to follow if applicable. Such notice shall not be required for emergency meetings, and in all other cases may be waived by not less than five Directors attending the meeting held without the necessary two weeks' notice provided that all Directors are notified of such meeting not less than 48 hours in advance.
- 18.5 The Board shall meet not less than four times per year. The Board is otherwise entitled to meet as and when the Chair of the Board may consider necessary or desirable, or when three or more Directors of the Board request a meeting in writing.
- 18.6 If the number of Directors appointed at the time is less than the number fixed as the quorum, the Board may only convene for the purposes of filling vacancies or calling a general meeting.
- 18.7 Acts by the Board or by individual Directors shall not be declared invalid by virtue of discovery of a defect in the appointment of a Director, or by virtue of the fact that a Director becomes disqualified from holding office, has vacated office or were not in fact entitled to vote. Such acts shall be as valid as if every such Director had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 18.8 A resolution and associated documentation signed by all Directors shall be so valid and effectual as if it had been passed at a duly convened and held Board meeting.
- 18.9 If a Director's right to vote is called into question, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling shall be final and conclusive.
- 18.10 Any Director or member of a committee of the Board may participate in a meeting of the Board or such committee by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.
- 19. REMUNERATION AND BENEFITS TO DIRECTORS**
- 19.1 If determined by the Board, Directors may be remunerated by salary, pension, contributions or fees or receive other benefits in money or money's worth from the Company but only if:

- (a) the duties carried out or services provided by the remunerated Directors are actually required by the Company for the attainment of the Objects;
- (b) the nature and level of the fees or remuneration paid to a Board member are reasonable in relation to the services they have provided and the resources of the Company; and
- (c) the provisions of article 20 are observed in relation to any discussions of the Directors concerning that Director's interest, their remuneration or any variation of their remuneration.

19.2 Subject to the provisions of these Articles, any firm, company or organisation which possesses specialist skills or knowledge required by the Company for its proper administration may, if so agreed by the Board, charge and be paid reasonable charges for work of that nature done by it notwithstanding that a Director is a director or other senior officer or member or employee of that firm, company or organisation.

20. **CONFLICTS OF INTEREST**

20.1 Whenever a Director has a personal interest directly or indirectly in a matter to be discussed at a meeting of the Board or a committee of the Board, the Director concerned shall declare an interest at or before discussion begins on the matter.

20.2 In addition, whenever a Director has a personal interest directly or indirectly in a matter to be discussed at a meeting of the Board or a committee of the Board, the Director concerned shall:

- (a) withdraw from the meeting for that item unless expressly invited to remain in order to give information; and
- (b) not be counted in the quorum for the part of the meeting devoted to that item; and
- (c) withdraw during the vote and have no vote on the matter.

20.3 Article 20.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised by either paragraph 35 or 36 of Appendix 1.

21. **ORGANISATION OF GENERAL MEETINGS**

21.1 The Company shall in each calendar year hold an AGM in addition to any EGM and shall specify the meeting as such in the notice calling it.

21.2 Not more than fifteen months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such time and place as the Board shall decide.

21.3 The Ordinary Business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, the reports of the Board, the election of Elected Directors and the appointment of auditors.

21.4 The Board may call an EGM whenever they see fit or if so requested in writing by the Voting Members holding not less than one tenth of the votes in the Company and such a request will state the nature of the business to be discussed. If the Board fails to hold the EGM within 28 days of the request, those members may proceed to call an EGM but in doing so they shall comply with the provisions of these Articles. Staff of the Company shall render such assistance as may be reasonably be required to support the holding of such an EGM.

22. NOTICE OF GENERAL MEETINGS

22.1 An AGM or EGM shall be called by at least 21 clear days' notice in writing given to all Voting Members. The Company shall also publish the notice of an AGM or EGM on its website at least 21 clear days before the date of the general meeting.

22.2 Such notice shall specify the place, the day and the hour of the general meeting and, in case of Special Business, the general nature of that business.

22.3 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 No business shall be transacted at any general meeting unless a quorum is present. Ten persons shall be a quorum, each being a Voting Member or a proxy for a Voting Member.

23.2 If within thirty minutes from the time appointed for the general meeting a quorum is not present, the general meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.

23.3 The Chair of the Board shall chair every general meeting. In the absence of the Chair of the Board, the Directors present shall choose one of their number to chair the general meeting. If the Board is unable to decide or there is no Director present within ten minutes after the time appointed for the holding of the general meeting, the Voting Members present shall choose one of their number to chair the general meeting.

23.4 The chair of the general meeting may with the consent of the Voting Members present, adjourn the general meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. Notice of the adjournment shall not be required to be given to the Members unless a general meeting is adjourned for 30 days or more, in which case notice shall be given.

24. VOTING AT GENERAL MEETINGS

- 24.1 No objection shall be raised to the qualification of any Voting Member except at the general meeting or adjourned general meeting at which the vote objected to is tendered, and every vote not disallowed at the general meeting shall be valid. Any objection made in due time shall be referred to the chair of the general meeting whose decision shall be final and conclusive.
- 24.2 A resolution put to the vote of a general meeting must be decided on a show of hands by the Voting Members or their proxy unless a poll is duly demanded in accordance with these Articles.
- 24.3 Subject to article 12.6(a), on a show of hands every Voting Member or their proxy shall have one vote.
- 24.4 A Corporate Office Solicitor acting as duly authorised representative on behalf of a Corporate Member shall be entitled to exercise the same powers on behalf of the Corporate Member which that person represents as that Corporate Member could exercise if it were an Individual Member. Satisfactory evidence that a Corporate Office Solicitor is acting as a duly authorised representative for a Corporate Member shall be presented on demand to the Chief Executive to the satisfaction of the Chief Executive prior to a general meeting. If in default, their right to vote shall not be exercisable.
- 24.5 On a poll each Voting Member or their proxy shall have the right to exercise the number of votes specified in article 12.6.
- 24.6 Unless a poll is duly demanded, a declaration by the chair of the general meeting 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 general 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.
- 24.7 Notwithstanding the demand for a poll, no poll shall be taken unless it is:
- (a) supported by a majority on a show of hands in accordance with article 24.3;
or
 - (b) directed by the chair of the general meeting.
- 24.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the general meeting 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.
- 24.9 A poll shall be taken as the chair of the general meeting directs and the chair of the general meeting 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 general meeting at which the poll was demanded.

- 24.10 A poll demanded on the election of a chair 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 chair directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a general 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 general meeting shall continue as if the demand had not been made.
- 24.11 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 general 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.

25. APPOINTMENT AND NOTICE OF PROXIES

- 25.1 No person shall be appointed to be a proxy who is not an Individual Member or Subscribing Member or a Corporate Office Solicitor.
- 25.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in form specified in Appendix 2 (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve).
- 25.3 Where a Member wishes to instruct the proxy how to act, the proxy shall be in the form specified in Appendix 3 (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve).
- 25.4 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 Board may, within 48 hours of the general meeting being held:
- (a) if in writing be deposited at the Office, or elsewhere within the United Kingdom as specified in the notice convening the general meeting or the instrument of proxy if sent out by the Company;
 - (b) in the case of an appointment contained in an email, be received at an email address as specified in the notice convening the general meeting or the instrument of proxy if sent out by the Company;
 - (c) 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

- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the general meeting at which the poll was demanded to the chair or to the Chief Executive.

25.5 A vote given or poll demanded by a proxy or by the duly authorised representative of a Corporate Member 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 Company 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 email, at the email address specified for that purpose, before the commencement of the general meeting or adjourned general 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 general meeting or adjourned general meeting) the time appointed for taking the poll.

26. APPLICATION OF INCOME AND PROPERTY

The income and property of the Company shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members, provided that nothing shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- (b) of interest on money lent by any Member or Director at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank in London selected by the Board or 3%, whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any Member or Director;
- (d) of payments or benefits authorised by the Board pursuant to article 19;
- (e) of out-of-pocket expenses to any member of the Board;
- (f) of payments to indemnify every member of the Board, or other officer or auditor or member of any other committee pursuant to article 28; and
- (g) of any premium in respect of any insurance to cover any of the liabilities specified in paragraphs 35 and 36 of Appendix 1.

27. SURPLUS ASSETS

If on the winding-up or dissolution of the Company there remains, after the satisfaction of or provision for all its debts and liabilities, any property whatever, the

same shall not be paid to or distributed among the Members, but shall be given or transferred to some other body having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its Members, to an extent at least as great as is imposed on the Company by virtue of article 26 (as shall be determined by the Members).

28. INDEMNITY

28.1 Subject to article 28.2, any Director or former Director of the Company may be indemnified out of the company's assets against:

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
- (b) any other liability incurred by that Director as an officer of the company.

28.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

29. BYELAWS

29.1 The Board may from time to time make, alter or repeal such Byelaws as they may deem necessary or desirable for the proper conduct and management of the Company and for the purpose of prescribing classes and conditions of membership of either the Company or any group established to support the Company, and in particular but without prejudice to the generality of the above, they may by such Byelaws regulate:

- (a) the admission and classification of membership of the Company, the rights and privileges of such Members, the conditions of membership and the terms on which Members may resign or have their membership terminated;
- (b) the conduct of Members in relation to one another and to the Company's employees;
- (c) the election or appointment of Elected Directors and Ex-officio Directors; and
- (d) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

provided nevertheless that no Byelaws shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

29.2 Without prejudice to the powers of the Board under article 29.1, the Voting Members in a general meeting shall have power by special resolution to alter or repeal such Byelaws and to make additions to them, and the Board shall adopt such means as they deem sufficient to bring to the notice of Members all such Byelaws which, so long as they shall be in force, shall be binding on all Members, provided nevertheless

that no Byelaws shall be inconsistent with, or shall affect or repeal anything contained in these Articles.

30. NOTICES

- 30.1 Any notice or other communication to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing and will be sent by email, unless notice is given by a Member to the Company that an alternative form of notice in accordance with article 30.2 will be required.
- 30.2 The Company may give any notice to a Member:
- (a) personally;
 - (b) by sending it by post in a prepaid envelope addressed to the Member at the Member's registered address;
 - (c) by email, provided that a Member has agreed to such mode of communication and has provided the Company with an email address for this purpose; or
 - (d) by leaving it at the Member's registered address.
- 30.3 A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- 30.4 A Member may give notice to the Company either by delivering it to the Office or by sending it by post in a prepaid envelope.
- 30.5 A Member present, either in person or by proxy or, being a Corporate Member, by a duly authorised representative, at any general meeting shall be deemed to have received notice of the general meeting and, where requisite, of the purposes for which it was called.
- 30.6 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 sent by email 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 email, at the expiration of 48 hours after the time it was sent.

31. AMENDMENT, ALTERATION AND REPLACEMENT OF THESE ARTICLES

- 31.1 None of articles 3.1(a), 11.1(c), 11.6, 13(h) and 14.2, nor this article 31, may be amended, altered or replaced in any way by the Company without the prior written consent of the CLSC (such consent not to be unreasonably withheld or delayed).
- 31.2 In addition, and without prejudice to article 31.1, a replacement set of articles of association may not be adopted by the Company unless either they substantially replicate the rights of the CLSC set out in articles 3.1(a), 11.1(c), 11.6, 13(h) and 14.2, as well as this article 31, or the CLSC provides prior written consent to the replacement set of articles of association.
- 31.3 Articles 31.1 and 31.2 shall prevail notwithstanding any other provisions of these Articles.

APPENDIX 1

ANCILLARY POWERS OF THE COMPANY

For the avoidance of doubt, it is confirmed that the Company's powers include the following powers which may be exercised by the Directors in furtherance of the Objects, but not further or otherwise:

1. to accept a transfer of any property, assets, undertaking, functions, responsibilities and liabilities conducive to the realisation of the Objects;
2. to appoint nominees to act as trustee of any trust comprising real or personal estate and which, in the opinion of the Directors, is calculated to further the Objects and as such trustee to carry out such trusts on the terms and conditions imposed in the instrument creating the same;
3. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
4. to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
5. to foster and undertake research into any aspect of the Objects and the Company's work and to disseminate and exchange the results of any such research;
6. to co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
7. to accept subscriptions, donations, devises and bequests of any real or personal estate;
8. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, provided that it shall be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors;
9. to maintain and alter any real or personal estate as is necessary or desirable for any of the Objects;
10. (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
11. to erect, maintain, improve, or alter any buildings for the time being belonging to the Company with a view to furthering the Objects;
12. to issue appeals, hold public meetings, establish subscription arrangements and support groups and take such other steps as may be required for the purpose of

- procuring contributions to the funds of the Company in the shape of donations, grants, subscriptions or otherwise;
13. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
 14. to make reasonable charges for any services which the Company may provide in pursuit of the Objects;
 15. to borrow or raise money for the purposes of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit including making reasonable charges for any services it may provide;
 16. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any purpose of the Company;
 17. to lend money and give credit, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or persons as may be necessary or desirable for the work of the Company;
 18. to appoint nominees to undertake, execute and act as trustee of any charitable trusts which may be incidental to and likely to contribute to the attainment of the Objects;
 19. to establish or promote any other organisation (not constituted for purposes of profit) having objects similar, wholly or partly, to those of the Company, or the promotion of which shall be in any manner calculated to advance directly or indirectly the Objects;
 20. to establish and support any association or body and to subscribe or guarantee money for purposes calculated to further the Objects;
 21. to enter into arrangements with any body of persons whether corporate or unincorporated formed for all or any of the Objects or for any purpose analogous thereto with a view to the promotion of the Objects and to contribute to or receive contributions from the funds of any such body upon such terms and conditions as the Directors may think proper, subject nevertheless to the provisions of these Articles;
 22. to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members, at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by these Articles;
 23. to purchase or form trading companies alone or jointly with others;
 24. to carry on trade insofar as the trade is exercised in the course of effecting one or more of the Objects;

25. to establish, develop and maintain links and to exchange information with other bodies at local, national and international level in order to promote the Objects;
26. to invest the money of the Company not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner, and subject as provided below;
27. to invest and deal with the monies of the Company not immediately required for its purposes on such terms as the Directors may think fit in any private limited company in which the Company holds shares;
28. to make any charitable donation either in cash or assets for the furtherance of the Objects;
29. to set aside funds for special purposes or as reserves against future expenditure;
30. to delegate the management of investments to a financial expert but only on terms:
 - (a) that the investment policy is set down in writing for the financial expert (meaning a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments) by the Directors;
 - (b) that every transaction is reported promptly to the Board;
 - (c) that the performance of the investments is reviewed regularly with the Board;
 - (d) that the Board shall be entitled to cancel the delegation arrangement at any time;
 - (e) that the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) that all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
 - (g) that the financial expert must not do anything outside the powers of the Directors;
31. to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required;
32. to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Company;

33. to obtain any Act of Parliament or other order or authority which will assist the Company to carry the Objects into effect or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Company;
34. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
35. to insure and arrange insurance cover of every kind and nature in respect of the Company, its property and assets and in respect of and for the purpose of providing indemnity for itself, the Directors, former Directors, officers, servants and voluntary workers and its Members from and against all risks directly or indirectly incurred in the course of the Company's activities and in the performance of their duties by the Directors, former Directors, Members, officers, servants, voluntary workers and Members as may be thought fit;
36. to provide indemnity insurance to cover the liability of any Director or former Director, or member of any other committee as may be established which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company;
37. subject to the provisions of article 26, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
38. to make such rules, regulations and Byelaws as are necessary or desirable in the opinion of the Directors for the efficient running of the Company;
39. to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation of the Company as an unincorporated association; and
40. to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

APPENDIX 2

THE CITY OF LONDON LAW SOCIETY

(the 'Company')

I/we [] of [],

being a member of the Company, hereby appoint [] of
[] or failing him/her/them, [] of
[], as my/our

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

.....

Signed on [] 20[]

APPENDIX 3

THE CITY OF LONDON LAW SOCIETY

(the 'Company')

I/we [] of [],

being a member of the Company, hereby appoint [] of [] or failing him/her/them, [] of [], as my/our

proxy to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company 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/she/they think(s) fit or abstain from voting.

.....

Signed on [] 20[]