

RESOLUTION TO ESTABLISH A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

WHEREAS, The City of London Law Society is an unincorporated association ("the Unincorporated Association") governed under the terms of a Constitution adopted on 28 November 2006 ("the Constitution");

AND WHEREAS The City of London Law Society Committee ("the Committee") has resolved that to dissolve the Unincorporated Association and to establish in its place a company limited by guarantee and not having share capital, eligible to enter in its own name into contracts, to own property, and to employ staff, will reinforce The City of London Law Society's ability to further its Objects, to promote the interests of its Members and to support the development of the legal profession in the City of London;

AND WHEREAS, The Constitution provides that any decision to dissolve the Unincorporated Association shall require a Special Resolution and the consent of the City of London Solicitors' Company ("the Company");

AND WHEREAS, The Master of the Company, acting with the full authority and approval of the Court of the Company, on 30 April 2024 confirmed the consent of the Company to this present Resolution;

NOW THEREFORE BE IT RESOLVED that a new company limited by guarantee and not having share capital, known as The City of London Law Society, be established and registered by no later than 31 December 2024, and sooner if circumstances so allow;

AND RESOLVED FURTHER that the Articles of Association appended to this Resolution be adopted under the terms of this present Resolution as the Articles of Association of the new company limited by guarantee;

AND RESOLVED FURTHER that the assets, debts and liabilities of the Unincorporated Association including all ongoing contractual responsibilities be transferred in their entirety to the new company limited by guarantee by no later than 31 December 2024;

AND RESOLVED FURTHER that the Unincorporated Association be dissolved at the end of 31 December 2024.