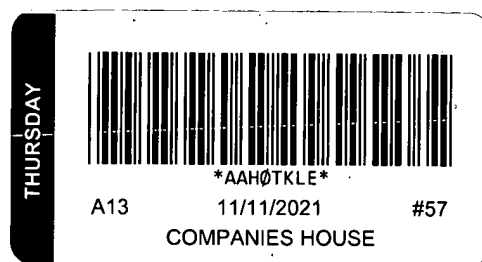


APPENDIX – ARTICLES OF ASSOCIATION – TRACKED AMENDMENTS



The Companies Act 2006

Company Limited by Guarantee

Articles of Association of The Leeds Law Society

(Incorporated 13 July 1870 with company number 5017)

Adopted 5th April 2011

Amended 15th May 2012

Amended 3rd June 2014

Amended 14th May 2019

Amended 13th August 2019

Amended 4th August 2020

Articles of Association of The Leeds Law Society

INTERPRETATION

1. Defined Terms

- 1.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
'Address'	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
'AGM'	an annual general meeting of the Society;
'Articles'	the Society's articles of association;
'Associate Member'	an individual admitted as an associate member of the Society in accordance with Article 8.1;
'bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
'Board'	the Directors of the Society for the time being;
'Clear Days'	in relation to the 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;
'Companies Acts'	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Society;
'Conflict of Interest'	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Society;

'Corporate Member'	a firm of Solicitors or other organisations admitted as a corporate member of the Society in accordance with Article 9.1;
'Director'	a director of the Society, elected or appointed in accordance with Article 12;
'Document'	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
<u>"Electronic Attendance"</u>	<u>such means of electronic attendance at meetings of the Society as shall from time to time be approved by the Directors;</u>
'Electronic Form' and 'Electronic Means'	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
'Honorary Member'	an individual or organisation admitted as an honorary member of the Society in accordance with Article 8.2;
"Immediate Past President"	the retiring president who remains a Director in accordance with the provisions of article <u>Article 11.5;</u>
'Leeds'	the area of the Leeds City Council as at the date on which these Articles become binding on the Society;
'Leeds Solicitor'	a Solicitor who lives or works in Leeds whether or not such work is as a practising solicitor or otherwise connected with the legal profession or the law or a Solicitor who has retired from practice and who does not live in Leeds but has previously worked in Leeds whether or not such work was as a practising solicitor or otherwise connected with the legal profession or the law;
'Leeds Trainee'	a trainee solicitor or LPC student who work or study (as the case may be) in Leeds and who are <u>is</u> admitted as a Leeds Trainee <u>a Leeds Trainee</u> in accordance with Article 8.3;
'Member'	a member of the Society but not an Associate Member, Honorary Member, Corporate Member or Leeds Trainee;
"Officers"	the President, the Deputy <u>Vice-Presidents (or Vice President if there shall be only one Vice President)</u> the Immediate Past President, the Secretary and the Treasurer;
'Participant'	all Members and all Leeds Solicitors working for a Corporate Member <u>but not Honorary Members;</u>

"Physical Meeting"

a meeting of the Society where attendees are either physically present at the meeting or subject to the provisions of Clause 22.1 attend by means of Electronic Attendance;

'Proxy Notice'

has the meaning given in Article 41;

'Society'

The Leeds Law Society (company number 5017);

'Solicitor'

an individual who has been admitted as a solicitor of the Supreme Court and whose name appears on the roll of solicitors maintained by the Law Society of England and Wales pursuant to section 6 of the Solicitors Act 1974;

'subsidiary'

has the meaning given in section 1159 of the Companies Act 2006;

"Virtual Meeting"

a meeting of the Society held electronically where the attendees are not physically present but attend by means of Electronic Attendance;

'Writing'

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Subject to ~~article~~ Article 1.3, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

1.3 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 when the Articles become binding on the Society.

2. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

OBJECTS AND POWERS OF THE SOCIETY

3. Guarantee Company

The Society is a company limited by guarantee without a share capital.

4. Objects

The objects of the Society are to represent, support and help Leeds Solicitors in such manner, and by carrying out such activities, as the Society from time to time decides.

5. Powers

The Society may do all such lawful things as may further the Society's objects.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

6. Becoming a Member

6.1 The members of the Society immediately prior to the date on which these Articles become binding on the Society shall continue to be Members.

6.2 Any Leeds Solicitor who is not already a Member and who wishes to become a Member shall deliver to the Society an application for membership in such form (and containing such information) as the Directors require. Unless the Board resolves otherwise the application shall be accepted and the applicant shall become a Member upon payment of the relevant subscription and his or her name being entered in the Society's register of members.

6.3 The Secretary shall ensure that the Society's register of members is kept up to date and is available for inspection by Members subject to such reasonable restrictions as the Board may from time to time impose, and subject to all relevant statutory requirements and regulations.

7. Termination of Membership

7.1 Membership is personal to the Member and is not transferable to anyone else.

7.2 Membership is terminated if:

~~(a)~~ (i) the Member dies;

~~(b)~~ (ii) notification is received by the Society from the Member that the Member is resigning as a Member, and such resignation has taken effect in accordance with its terms;

~~(c)~~ (iii) the Member ceases to be a Solicitor;

~~(d)~~ (iv) the Member fails to pay any subscriptions due from him or her for such period as may be specified by the Board from time to time;

~~(e)~~ (v) at a meeting of the Board a resolution is passed by at least 75% of the Directors present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society. Such a resolution may not be passed unless the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A Member expelled by such a resolution will nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her.

8. Associate and Honorary Members and Leeds Trainees

8.1 The Board shall be entitled to admit such individual solicitors (other than Leeds Solicitors and a Leeds Trainees), barristers' pupils, paralegals, legal executives, judges, magistrates, foreign lawyers, licensed conveyancers, barristers and other individuals as associate members of the Society on such terms and with such rights to participate in the activities of the Society as the Board from time to time decides.

8.2 The Board shall be entitled to admit such individuals and organisations as it sees fit as honorary members of the Society on such terms and with such rights to participate in the activities of the Society as the Board from time to time decides provided that no honorary member of the Society shall be entitled to be a Director.

8.3 The Board shall be entitled to admit such Leeds Trainees as it sees fit on such terms and with such rights to participate in the activities of the Society as the Board from time to time decides.

8.4 Associate Members (with the exception of any Associate Member who is a Director), Honorary Members and Leeds Trainees shall not attend or vote at meetings of the Members or contribute to or benefit from the assets of the Society in the event of it being wound up.

8.5 Associate Membership, Honorary Membership and membership as a Leeds Trainee is personal to the Associate Member, Honorary Member or Leeds Trainee and is not transferable to anyone else.

8.6 Associate Membership, Honorary Membership or membership as a Leeds Trainee is terminated if:

(i) the Associate Member, Honorary Member or Leeds Trainee dies;

(ii) notification is received by the Society from the Associate Member, Honorary Member or Leeds Trainee that the Associate Member, Honorary Member or Leeds Trainee is resigning as an Associate Member, Honorary Member or member as a Leeds Trainee and such resignation has taken effect in accordance with its terms;

(iii) the Associate Member or Leeds Trainee fails to pay any subscriptions due from him or her for such period as may be specified by the Board from time to time;

(iv) at a meeting of the Board a resolution is passed by at least 75% of the Directors present resolving that the Associate Member, Honorary Member or Leeds Trainee be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society. Such a resolution may not be passed unless the Associate Member, Honorary Member or Leeds Trainee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. An Associate Member or Leeds Trainee expelled by such a resolution will nevertheless remain liable to pay to the Society any subscription or other sum owed by him or her.

9. A Corporate ~~Members~~Member

9.1 The Board may from time to time accept applications from firms of Solicitors or other organisations to be ~~corporate members~~ a Corporate Member of the Society.

9.2 All Leeds Solicitors working for a Corporate Member will be entitled to participate in the activities of the Society on the same basis as Members but (with the exception of any Leeds Solicitor working for a Corporate Member who is a Director) shall not as such be entitled to attend or vote at meetings of the Members or required to contribute to or benefit from the assets of the Society in the event of it being wound up.

9.3 All individuals who may qualify as a Leeds TraineesTrainee and who work for a Corporate Member will be entitled to participate in the activities of the Society on the same basis as a Leeds TraineesTrainee.

9.4 Such other individuals working for a Corporate Member as may be agreed by the Board from time to time shall be an Associate MembersMember of the Society on such terms and with such rights to participate in the activities of the Society as may be agreed between the Board and the Corporate Member but shall not be entitled to attend or vote at meetings of the Members or contribute to or benefit from the assets of the Society in the event of it being wound up.

9.5 A Corporate MembersMember shall not attend or vote at meetings of the Members or contribute to or benefit from the assets of the Society in the event of it being wound up.

10. Subscriptions

10.1 Every Member, Associate Member, Corporate Member and Leeds Trainee will pay a subscription for each calendar year during which he, she or it is a Member, an Associate Member, a Corporate Member or a Leeds Trainee payable in advance ~~on the~~ by 1st January of that year.

10.2 The rates of subscriptions shall be determined by the Board which may, if it sees fit, set different rates for different groups of Members, Associate Members, Corporate ~~Members~~Member and Leeds Trainees.

10.3 The Board may adopt such policies as it sees fit regarding the payment of subscriptions by new Members, Associate Members, Corporate Members and Leeds ~~Trainees~~Trainee who join part way through a calendar year and for the expulsion of Members, Associate Members, Corporate Members and Leeds ~~Trainees~~Trainee who are in arrears with payment of their subscriptions.

DIRECTORS

APPOINTMENT AND RETIREMENT OF DIRECTORS

11. Composition of the Board

~~11.1.1~~ i. At each AGM after the adoption of these Articles an election shall be held for the position of President.

~~11.1.2~~ ii. At each AGM after the adoption of these articles an election shall be held for the ~~position of Deputy President~~ positions of up to two Vice- Presidents.

~~11.1.3~~ iii. At the AGM in May 2011 and every alternate year thereafter elections shall be held for the following positions:

~~(a)~~ (i) Secretary;

~~(b)~~ (ii) Treasurer;

~~(c)~~ (iii) JLD director;

~~(d)~~(iv) Local Government Director;

~~(e)~~(v) Small Firms Director;

~~(f)~~(vi) In House Director;

~~(g)~~(vii) Leeds Trainee Director; and

~~(h)~~(viii) 15 other directors.

11.2 At the AGM in May 2012 and every alternate year thereafter elections shall be held for any of the positions referred to in ~~article~~Article 11.1 that were not filled at the preceding AGM or which have since become vacant.

11.3 Nominations for the following positions shall only be accepted from individuals who are willing to act as a Director and fulfil the following qualifications at the commencement of the AGM:

Position	Qualification
President	A Director, a Leeds Solicitor and either a Member or working for a Corporate Member
Deputy Vice -President	A Director, a Leeds Solicitor and either a Member or working for a Corporate Member
Secretary	A Director, a Leeds Solicitor and either a Member or working for a Corporate Member
Treasurer	A Director, a Leeds Solicitor and either a Member or working for a Corporate Member
JLD director	A member or eligible to be a member of the Junior Lawyers Division of the Law Society, a Leeds Solicitor and either a Member or working for a Corporate Member
Local Government Director	A member or eligible to be a member of Lawyers in Local Government, a Leeds Solicitor and either a Member or working for a Corporate Member
Small Firms Director	A principal or employee of a solicitors' practice which has four or fewer solicitors, a Leeds Solicitor and either a Member or working for a Corporate Member
In House Director	A principal or employee of an organisation whose principal activity is not the supply of legal services, a Leeds Solicitor and either a Member or working for a Corporate Member
Leeds Trainee Director	A Leeds Trainee

11.4 Nominations for the other directors' positions shall be accepted from any Participant or Associate Member who is willing to act as a Director provided that no more than four of the

other directors' positions ~~may be~~are held by Associate Members.

- 11.5 The President retiring at the AGM shall automatically remain a Director until the subsequent AGM, holding the position of Immediate Past President, but shall automatically cease to be a Director at that subsequent AGM.

12. Appointment of Directors

- 12.1 In addition to the other requirements set out in these Articles the notice for an AGM must be accompanied by:

- ~~(a)~~(i) details of the positions to be filled at the AGM and the qualifications required for each position;
- ~~(b)~~(ii) an invitation for all those qualified to do so to stand for one or more of the positions and to submit a written statement of up ~~to 100~~to 200 words to be made available at the AGM; and
- ~~(c)~~(iii) the date and time, which is 48 hours before the AGM, by which those wishing to stand should notify the Society of the positions for which they wish to stand.

- 12.2 The candidates for any elections shall be the those who:

- ~~(a)~~(i) notify the Society at least 48 hours before the AGM of the positions for which they wish to stand; and
- ~~(b)~~(ii) are qualified for the position for which they intend to stand.

- 12.3 At the AGM there will be separate elections in the following order for each of the following positions for which there is to be an election, if there are more candidates for that position than vacancies:
- (a) President;
 - (b) ~~Deputy President~~ Two Vice-Presidents;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) JLD director;
 - (f) Local Government Director;
 - (g) Small Firms Director;
 - (h) In House Director;
 - (i) Leeds Trainee ~~Directors~~ Director;
 - (j) ~~15 other~~ 15 other directors.
- 12.4 A candidate who is successful in an election for one of the positions (a) to (h) will automatically be removed as a candidate for any subsequent position for that election. A candidate who is unsuccessful in an election for one of the positions (a) to (h) will automatically be entered as a candidate for the election as one of the 15 other directors unless he or she has indicated that they do not wish to ~~be stand for these positions~~ stand for that position.
- 12.5 Before ~~any election~~ the elections the ~~chairman~~ Chair of the meeting will provide a suitable opportunity for the persons entitled to vote (in accordance with Articles 37, 38 and 39 ~~present~~) and who are in attendance at the AGM either physically or by means of Electronic Attendance, to consider any written statements (of not more than ~~100~~ 200 words) provided by the candidates.
- 12.6 In each ~~election~~ of the elections each person entitled to vote in accordance with Articles 37, 38 and 39, will have the same number of votes as there are positions to be filled, but may not have more than one vote in respect of any one candidate. The candidates with the most votes will be elected.
- 12.7 The candidates who are elected will take up their positions on the ~~1st June~~ first day of the calendar month immediately following their election the AGM.
- 12.8 The Board may appoint:
- ~~12.8.1~~ i. any Participant who is willing to act as a Director to be a Director to fill any vacancy (other than as Leeds Trainee Director) remaining after an AGM or which arises following an AGM; and
 - ~~12.8.2~~ ii. any Leeds Trainee who is willing to act as a Director and to be a Leeds Trainee Director if the position is or becomes vacant following the AGM.

13. Termination of Director's appointment

13.1 A Director shall automatically cease to be a Director as follows:

~~(a)•~~ a Director who was elected in accordance with Article 11.1.3 on the expiry of 2two years from the date on which he or she took up their position;

~~(b)•~~ a Director who was elected in accordance with Article 11.2 on the expiry of 1one year from the date on which he or she took up their position; ~~and~~

~~(c)13.2 a~~ A Director who was appointed in accordance with Article 12.8 shall automatically cease to be a Director on the 31st May first day of the calendar month immediately after the next AGM following the date of his or her appointment.

13.23 In addition a person ceases to be a Director immediately following a decision at a Board meeting to that effect if:

(a) that person ceases to be a Participant or Leeds Trainee (as the case may be) for any reason;

~~(b)•~~ that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a director of a company by law;

~~(c)•~~ a bankruptcy order is made against that person;

~~(d)•~~ A registered medical practitioner who is treating that person gives a written opinion to the Society stating that he or she 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 Society from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);

~~(f)•~~ the Director fails to attend in accordance with Article 22.1 ~~(b)2~~ three consecutive meetings of the Board or six meetings of the Board in any period of ~~twelve~~ 12 months; ~~or~~

~~(g)•~~ at a general meeting of the Society, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

DIRECTORS' POWERS AND RESPONSIBILITIES

14. Officers of the Society

14.1 The Directors elected as President, ~~Deputy a Vice~~-President, Secretary and Treasurer and the Immediate Past President will act as ~~officers~~ the Officers of the Society and have the responsibilities allocated to these positions by these Articles or by the Board from time to time. The Board may appoint any Director who is willing to act as an officer of the Society to be an officer of the Society to fill any vacancy remaining after an AGM, or which arises following an AGM.

14.2 The Officers may co-opt not more than two other Directors to attend such meetings of the Officers as the Officers may direct;

~~14.2~~14.3 All other ~~directors~~Directors will have the positions and responsibilities, if any, allocated to them by the ~~President~~Officers from time to time.

~~14.3~~14.4 The Secretary will act as the Society's company secretary.

15. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Society's assets and activities, for which purpose they may exercise all the powers of the Society.

16. Members' reserve power

16.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

16.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

~~17. Directors may delegate~~

17. Director delegation

17.1 Subject to the Articles, the Directors may delegate any of the powers, which are conferred on them under the Articles, to the Officers or to such individual Directors, committees of Directors, Members, employees or other persons, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

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

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

18. Committees

18.1 Committees to which the Directors delegate any of their powers must follow procedures, which are based as far as they are applicable, on those provisions of the Articles which govern the taking of decisions by Directors.

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

19. Finance

19.1 The assets and income of the Society shall only be used in the promotion of the objects of the Society. Save as specifically provided in these Articles the assets and income of the Society shall not be paid, directly or indirectly, to any ~~of the Directors, Members~~ Director, Member, Associate Members, Member, a Corporate MembersMember, Honorary MembersMember or a Leeds TraineesTrainee.

- 19.2 This article shall not prevent payments in accordance with ~~articles~~Articles 30 or 50 or bona fide payments to Members (other than Directors) for professional services provided to the Society.
- 19.3 The financial year of the Society will be 1st May to 30th April each year.
- 19.4 The Treasurer will:
- (a)• cause accounts to be kept of all monies received or paid out by the Society and of the assets and liabilities of the Society;
 - (b)• circulate accounts for the preceding financial year to the Directors and Members with the notice of each AGM; and
 - (c)• propose a resolution for the appointment of auditors of the accounts of the Society at each AGM.

DECISION-MAKING BY DIRECTORS

20. Directors to take decisions collectively

Any decision of the Directors must be either a simple majority decision of those attending physically or by way of Electronic Attendance at a meeting or a decision taken in accordance with Article 26.

21. Calling a Board meeting

21.1 The President or any ~~5~~five Directors may call a Board meeting.

21.2 A Board meeting must be called ~~by~~with at least seven Clear Days' notice unless either:

- (a)• all the Directors agree; or
- (b)• urgent circumstances require shorter notice.

21.3 Notice of ~~a Board meetings~~meeting must be given to each Director.

~~21.4 Every notice calling~~Notice of a Board meeting must state if the Board meeting is to be a Physical Meeting or a Virtual Meeting.

~~21.4~~21.5 If the Board Meeting is to be a Physical Meeting the notice must specify the place, day and time of the meeting.

~~21.6 Notice of Board meetings need not be in Writing and~~If the Board Meeting is to be a Virtual Meeting the notice must specify the place, day and time of the meeting and specify the joining instructions for the Virtual Meeting.

~~21.5~~21.7 Notice of a Board meeting may be sent by Electronic Means to an Address provided by the Director for the purpose.

22. Participation in Board meetings

22.1 Directors may only participate in a Board meeting, or part of a Board meeting, when:

- (a)• (a) the meeting has been called and takes place in accordance with the Articles; ~~and~~
 - (b) they are either physically present at ~~the meeting provided that if a Director participates in up to a maximum of three meetings~~any Physical Meeting of the Board or attend any Physical Meeting of the Board in any period of twelve months by way a conference call of Electronic Attendance; or
 - (c) they attend by way of Electronic Attendance at any Virtual Meeting of the Board
- (b) 22.2 A Director shall be deemed to be present at any Physical Meetings of the Board if he or she attends by way of Electronic Attendance for the whole or a substantial part of the meeting ~~the Director will be deemed to have provided that all Directors must physically attended those meetings~~attend a minimum of three Physical Meetings of the Board; in any period of 12 months.

23. Quorum for Board meetings

- 23.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on.
- 23.2 The quorum for Board meetings is five Directors.
- 23.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

- (a)• to appoint additional Directors in accordance with ~~article~~Article 12.8; or
- (b)• to call a general meeting so as to enable the Members to appoint further Directors.

24. Chairing of Board meetings

The President, if any, or in his or her absence another Director nominated by the Directors present shall preside as ~~chairman~~Chair of each Board meeting.

25. Decision making at a Board meeting

- 25.1 Questions arising at a Board meeting shall be decided by a simple majority of votes ~~of those present.~~
- 25.2 In all proceedings of Directors each Director shall have one vote.
- 25.3 In case of an equality of votes, the ~~Chairman~~Chair shall have a second or casting vote.

26. Decisions without a meeting

- 26.1 The Directors may take a decision in urgent circumstances without a Board meeting if 75% of the total number of Directors for the time being indicate to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 26.2 A decision which is made in accordance with Article 26.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are

complied with:

- (a)• details of the matter and the urgent circumstances are given to all the Directors;
- (b)• approval from each assenting Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ('the Recipient'), which person may, for the avoidance of doubt, be one of the assenting Directors;
- (c)• following receipt of responses from the assenting Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 26.2;
- (d)• the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- (e)• the Recipient must prepare a minute of the decision in accordance with Article 46.

27. Conflicts of interest

- 27.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 27.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a simple majority decision of the other Directors.
- 27.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 26 and a Director has a Conflict of Interest in respect of that matter then he or she must:
 - (a)• remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - (b)• not be counted in the quorum for that part of the meeting; and
 - (c)• withdraw during the vote and have no vote on the matter.
- 27.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

28. Directors' power to authorise a conflict of interest

- 28.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
 - (a)• in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 27.3;
 - (b)• in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide

that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and

~~(c)~~• the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.

28.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 28.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

28.3 A Director shall not be accountable to the Society for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 28.1 (subject to any limits or conditions to which such approval was subject).

29. Directors' remuneration

29.1 Directors may undertake any services for the Society that the Directors decide.

29.2 Directors are not entitled to any remuneration:

~~(a)~~(i) for their services to the Society as Directors; and

~~(b)~~(ii) for any other service which they undertake for the Society.

30. Directors' expenses

The Society may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

~~(a)~~(i) meetings of Directors or committees of Directors; or

~~(b)~~(ii) general meetings;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

ORGANISATION OF GENERAL MEETINGS

31. General meetings

31.1 The Directors may call a general meeting at any time; and the Directors may determine if the general meeting is to be a Physical Meeting or a Virtual Meeting

31.2 The Directors must call a general meeting:

~~(a)~~(i) in May or in such later month of each year as the Directors may determine to be the AGM, provided that the AGM must not be held more than [16 months] after the date of the previous AGM;

~~(b)~~(ii) if requested to do so in writing by 10 or more Members; and

~~(c)~~(iii) if required to do so by the Members under the Companies Acts.

31.3 The business of each AGM shall be:

~~(a)~~(i) to receive_£ and if thought fit_£ approve the income and expenditure account for the previous financial year and a balance sheet as at the end of the previous financial year;

~~(b)~~(ii) to receive_£ and if thought fit_£ approve the report of the President on the activities of the Society since the last AGM;

~~(c)~~(iii) to elect members of the Board in accordance with ~~article~~Article 12;

~~(d)~~(iv) to elect auditors for the current financial year and fix their remuneration; and

~~(e)~~(v) to transact any other business of which notice shall have been given.

32. Notice

32.1 All general meetings must be called by at least 21 Clear Days' notice.

32.2 Every notice calling a general meeting must specify if the place, day and time of the general meeting, whether it is a general meeting or an AGM, and the general nature of the business to be transacted a Physical Meeting or a Virtual Meeting.

32.3 If the meeting is to be a Physical Meeting the notice must specify the place, day and time of the meeting, whether it is a general meeting or an AGM, and the general nature of the business to be transacted.

32.4 If the meeting is to be a Virtual Meeting the notice must specify the place day and time of the meeting, whether it is a general meeting or an AGM, and the general nature of the business to be transacted and specify the joining instructions for the meeting.

~~32.3~~32.5 In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting or AGM.

~~32.4~~32.6 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

~~32.5~~32.7 Notice of general meetings and the AGM must be given to every Member_£ every Associate Member who is a Director_£ every Leeds Solicitor working for a Corporate Member who is a Director and to every Corporate Member.

33. Participation at general meetings

33.1 Subject to the Articles, ~~Members~~a Member or an Associate ~~Members~~Member who are ~~Directors~~is a Director and a Leeds Solicitor~~Solicitor~~ working for a Corporate ~~Members~~Member who are ~~Directors~~participate~~is a Director~~ participates in a general meeting, or part of a general meeting, when:

~~(a)~~• the meeting has been called and takes place in accordance with the Articles; and

~~(b)~~• if the general meeting is a Physical Meeting they are physically present in person or

by proxy at the meeting, or attending by way of Electronic Attendance:

- if the general meeting is a Virtual Meeting they attend by way of Electronic Attendance or by proxy at the meeting.

33.2 Participants and such other persons who are not Members, as the ~~chairman~~Chair of the meeting may permit, shall be entitled to attend and speak at a general meeting.

34. Quorum for general meetings

34.1 No business (other than the appointment of the ~~chairman~~Chair of the meeting) may be transacted at any general meeting unless a quorum is present.

34.2 Ten persons entitled to vote on the business to be transacted (each being a Member or a proxy for a Member, or an Associate Member who is a Director, or a proxy for an Associate Member who is a Director, or a Leeds Solicitor working for a Corporate Member who is Director or a proxy for a Leeds Solicitor working for a Corporate Member who is Director) or 50% of the total number of Members, Associate Members who are Directors, and a Leeds SolicitorsSolicitor working for a Corporate MembersMember who ~~are Directors~~is a Director (represented in person or by proxy), whichever is less, shall be a quorum.

34.3 If a quorum is not present within ~~half an hour~~30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place in the case of a Physical or Virtual Meeting, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within ~~half an hour~~30 minutes from the time appointed for the meeting then the meeting must not take any decision.

35. Chairing general meetings

35.1 The President, or in his or her absence some other Director nominated by the Directors, will preside as ~~the chairman~~Chair of every general meeting.

35.2 If neither the President, nor such other Director nominated in accordance with Article 35.1 (if any) is present within ~~fifteen~~15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be ~~chairman~~Chair of the meeting.

35.3 If no Director is willing to act as ~~chairman~~Chair of the meeting, or if no Director is present within ~~fifteen~~15 minutes after the time appointed for holding the meeting, the Members, Associate Members who are Directors and a Leeds SolicitorsSolicitor working for a Corporate MembersMember who are Directors present in person or by proxy, and entitled to vote, must choose one of their number to be ~~chairman~~Chair of the meeting, save that a proxy holder who is not a Member, or an Associate Member who is a Director, or a Leeds Solicitor working for a Corporate Member who is a Director entitled to vote, shall not be entitled to be appointed ~~chairman~~Chair of the meeting.

36. Adjournment

36.1 The ~~chairman~~Chair of the meeting may adjourn a general meeting at which a quorum is present if:

~~(a)(i)~~ the those attending and entitled to vote at th meeting ~~consents~~consent to an adjournment; or

~~(b)(ii)~~ it appears to the ~~chairman~~Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

36.2 The ~~chairman~~Chair of the meeting must adjourn a general meeting if:

~~(a)(i)~~ the persons attending the meeting within ~~half an hour~~30 minutes of the time at which the meeting was due to start do not constitute a quorum;

~~(b)(ii)~~ if during the meeting a quorum ceases to be present; or

~~(c)(iii)~~ if directed to do so by those attending the meeting and entitled to vote at the meeting.

36.3 When adjourning a general meeting, the ~~chairman~~Chair of the meeting must:

~~(a)(i)~~ either specify the time and place of a Physical Meeting or a Virtual Meeting, to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

~~(b)(ii)~~ have regard to any directions as to the time and place of any adjournment, which have been given by the meeting.

36.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least seven Clear Days' notice of it:

~~(a)(i)~~ to the same persons to whom notice of the Society's general meetings is required to be given; and

~~(b)(ii)~~ containing the same information which such notice is required to contain.

36.5 No business may be transacted at an adjourned general meeting, which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

37. Voting: general

37.1 A resolution put to the vote of a general meeting must be decided on a show of hands of the Members, Leeds Solicitors working for Corporate ~~Members~~Members who are Directors and Associate Members who are Directors present, unless a poll is duly demanded in accordance with the Articles.

38. Votes

38.1 On a vote on a resolution on a show of hands at a meeting every Member, every Leeds Solicitor working for a Corporate Member who is a Director, and every Associate Member who is a Director present in person shall have one vote.

38.2 On a vote on a resolution on a poll at a meeting every Member, every Leeds Solicitor working for a Corporate Member who is a Director, and every Associate Member who is a Director present in person or by proxy shall have one vote.

38.3 In the case of an equality of votes, whether on a show of hands or on a poll, the ~~chairman~~Chair of the meeting shall ~~not~~ be entitled to a casting vote in addition to any other vote he or she may have.

38.4 No Member or Leeds Solicitor working for a Corporate Member who is a Director, or Associate Member who is a Director, shall be entitled to vote in person or by proxy at any general meeting unless all monies ~~presently due and~~ payable by him or her to the Society have been paid.

39. Poll votes

39.1 A poll on a resolution may be demanded:

~~(a)~~(i) in advance of the general meeting where it is to be put to the vote; or

~~(b)~~(ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

39.2 A poll may be demanded by:

~~(a)~~(i) the ~~chairman~~Chair of the meeting;

~~(b)~~(ii) the ~~Directors~~a Director;

~~(c)~~(iii) two or more persons having the right to vote on the resolution; or

~~(d)~~(iv) any person, who, by virtue of being appointed proxy for one or more Members or for one or more Leeds Solicitors working for a Corporate ~~Members~~Member who are Directors, or for one or more or one or more Associate Members who are Directors having the right to vote at the meeting, holds two or more votes.

39.3 A demand for a poll may be withdrawn if:

~~(a)~~(i) the poll has not yet been taken; and

~~(b)~~(ii) the ~~chairman~~Chair of the meeting consents to the withdrawal.

39.4 Polls must be taken immediately and in such manner as the ~~chairman~~Chair of the meeting directs.

40. Errors and disputes

40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

40.2 Any such objection must be referred to the ~~chairman~~Chair of the meeting whose decision is final.

41. Content of proxy notices

41.1 Proxies may only validly be appointed by a notice in writing (a 'Proxy Notice') which:

~~(a)~~(i) states the name and address of the Member, or of the Leeds Solicitor working for a Corporate

Member who is a Director, or of the Associate Member who is also a Director appointing the proxy;

~~(b)~~(ii) identifies the person appointed to be the proxy for that Member or the proxy for that Leeds Solicitor working for a Corporate Member who is a Director, or the proxy for that Associate Member who is a Director and the general meeting in relation to which that person is appointed;

~~(c)~~(iii) is signed by or on behalf of the Member or the Leeds Solicitor working for a Corporate Member who is a Director, or the Associate Member who is a Director appointing the proxy, or is authenticated in such manner as the directors may determine; and

~~(d)~~(iv) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

41.2 The Society may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

41.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

41.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

~~(a)~~(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

~~(b)~~(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. Delivery of proxy notices

42.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Society by or on behalf of that person.

42.2 An appointment under a Proxy Notice shall be revoked if the person by whom or on whose behalf the Proxy Notice was given:

~~(a)~~(i) attends the general meeting in person; or

~~(b)~~(ii) delivers to the Society a notice revoking the appointment.

42.3 A notice revoking the appointment of a proxy only takes effect if it is in Writing and delivered before the start of the meeting or adjourned meeting to which it relates.

43. Amendments to resolutions

43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

~~(a)~~(i) notice of the proposed amendment is given to the Society in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the ~~chairman~~Chair of the meeting may

determine); and

~~(b)(ii)~~ the proposed amendment does not, in the reasonable opinion of the ~~chairman~~Chair of the meeting, materially alter the scope of the resolution.

43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

~~(a)(i)~~ the ~~chairman~~Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

~~(b)(ii)~~ the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

43.3 If the ~~chairman~~Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the ~~chairman's~~Chair's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

44. Means of communication to be used

44.1 Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.

44.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

44.3 A Director may agree with the Society that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

45. Irregularities

The proceedings at any meeting, or on the taking of any poll, or the passing of a written resolution, or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice, unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

46. Minutes

46.1 The Directors must cause minutes to be made ~~in books and~~ kept for the purpose:

~~(a)(i)~~ of all appointments of officers made by the Members;

~~(b)(ii)~~ of all resolutions of the Society and of the Directors; and

~~(c)(iii)~~ of all proceedings at general meetings of the Members, Board meetings, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if ~~purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting,~~ shall, as against any Member or Director of the Society, be sufficient evidence of the proceedings.

46.2 The minutes must be kept for at least ~~ten~~10 years from the date of the meeting, resolution or decision and made available for inspection by Members, subject to such reasonable restrictions as the Board may from time to time impose.

47. Records and accounts

47.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

~~(a)(i)~~ confirmation statements; and

~~(b)(ii)~~ annual statements of account.

DIRECTORS' INDEMNITY AND INSURANCE

48. Indemnity

48.1 Subject to Article 48.2, a relevant Director of the Society or an associated company may be indemnified out of the Society's assets against:

~~(a)(i)~~ any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated company;

~~(b)(ii)~~ any liability incurred by that Director in connection with the activities of the Society or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

~~(c)(iii)~~ any other liability incurred by that Director as an officer of the Society or an associated company.

48.2 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.

48.3 In this Article:

~~(a)(i)~~ companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

~~(b)(ii)~~ a 'relevant Director' means any Director or former Director of the Society or an associated company.

49. Insurance

49.1 The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant Director in respect of any relevant loss.

49.2 In this Article:

- ~~(a)~~(i) a 'relevant Director' means any Director or former Director of the Society or an associated company;
- ~~(b)~~(ii) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Society, any associated company or any pension fund or employees' share scheme of the Society or associated company; and
- ~~(c)~~(iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DISSOLUTION

50. Dissolution

50.1 Notwithstanding any other provision of these Articles a resolution for the dissolution of the Society shall only be passed if it is passed at a general meeting of the Society with the support of 75% of all the Members of the Society and the Leeds Solicitors working for Corporate ~~Members~~Member who are Directors and the Associate Members who are a Directors entitled to vote at the date of the general meeting, whether ~~present~~physically in ~~person~~attendance or in attendance by way of Electronic Attendance or by proxy at the general meeting ~~or not~~.

50.2 In the event of a dissolution the assets of the Society will be realised and used to pay:

- ~~(a)~~(i) the Society's debts and liabilities; and
- ~~(b)~~(ii) the costs, charges and expenses of winding up.

50.3 The balance, if any, of the assets of the Society will be divided as follows:

- ~~(a)~~(i) one half to be paid to the Solicitors Benevolent Association Limited (charity number 1124512) or if it no longer exists to such other charity as the general meeting at which it was resolved to dissolve the Society decides; and
- ~~(b)~~(ii) one half to be paid to the Members (registered as a Member and having fully paid the relevant subscription for that financial year), at the date of the general meeting at which it was resolved to dissolve the Society, in equal shares.

51. Liability of Members

51.1 The liability of each Member is limited to £10, being the amount each Member undertakes to contribute to the assets of the Society in the event of it being wound up while he or she is a Member or within ~~one year~~12 months after he or she ceases to be a Member for:

- ~~(a)~~(i) payment of the Society's debts and liabilities contracted before he or she ceases to be a Member; and
- ~~(b)~~(ii) payment of the costs, charges and expenses of winding up.