

NUMBER OF COMPANY: 2889757

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



ARTICLES OF ASSOCIATION

OF

ASSOCIATION OF PERSONAL INJURY LAWYERS

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
ASSOCIATION OF PERSONAL INJURY LAWYERS

WE THE SUBSCRIBERS TO THIS MEMORANDUM OF ASSOCIATION WISH TO BE FORMED INTO A COMPANY PURSUANT TO THIS MEMORANDUM

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS:

DATED: THIS DAY OF

WITNESS TO THE ABOVE SIGNATURES:

## CONTENTS

PART 1 - PRELIMINARY, OBJECTS AND POWERS .....	5
1. Name.....	5
2. Registered Office .....	5
3. Regulations and Articles not to Apply.....	5
4. Interpretation.....	5
5. Objects .....	6
6. Powers .....	7
7. Application of Income and Property.....	8
8. Limited Liability .....	9
9. Contribution of Assets of the Association .....	9
10. Surplus Assets.....	9
11. Amendments to the Objects of Association .....	9
PART 2 - MEMBERSHIP .....	9
12. Eligibility.....	10
13. Subscription Fees .....	10
14. Accreditation .....	10
15. Annual General Meeting .....	10
16. General Meetings .....	10
17. Notice of meetings .....	12
18. Satellite Meetings .....	13
19. Attendance and participation by electronic facilities.....	14
20. Votes of Members.....	14
21. Chairperson casting vote .....	15
22. Proceedings at General Meetings .....	15
23. Chair of General Meetings and Annual General Meetings .....	15
24. Adjournment .....	16
25. Method of voting .....	17
26. Voting by proxy.....	17
27. Amendment to resolutions .....	18
PART 3 - OFFICERS AND THE EXECUTIVE COMMITTEE .....	19
28. The Executive Committee .....	19
29. Vice Presidents.....	20
30. Appointment of the Officers and Additional Officers .....	20
31. Appointment – Secret Ballot.....	21
32. Term of Office.....	22
33. Eligibility for Reappointment.....	23
34. Disqualification of Members of the Executive Committee .....	24
35. Observer and Board Advisors .....	26
36. General Powers and Responsibilities of the Members of the Executive Committee...	26
37. Duties of the Officers .....	27
38. Members’ Reserve Power.....	28
39. Powers and Duties of the Executive Committee.....	28
40. Chief Executive.....	29
41. Proceedings of the Executive Committee .....	29

42.	Transactions or other arrangements with the Association.....	30
43.	Authorisation of Directors' conflicts of interest .....	31
44.	President – Casting Vote .....	33
45.	Member Groups.....	34
46.	Working Groups and Sub-Committees of the Executive Committee .....	34
	PART 4 - ADMINISTRATIVE ARRANGEMENTS .....	34
47.	Execution of Documents .....	34
48.	Accounts.....	34
49.	Audit .....	35
50.	Rules or Bye Laws.....	35
51.	Amendment of Articles of Association .....	36
52.	Indemnity.....	36
53.	Notices .....	36

## ARTICLES OF ASSOCIATION

### OF

## ASSOCIATION OF PERSONAL INJURY LAWYERS

### PART 1 - PRELIMINARY, OBJECTS AND POWERS

#### 1. Name

The name of the company (hereinafter called "the **Association**") is "Association of Personal Injury Lawyers".

#### 2. Registered Office

The registered office of the Association will be situated in England or Wales.

#### 3. Regulations and Articles not to Apply

The model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall not apply to the Association.

#### 4. Interpretation

4.1. In these Articles, unless the context otherwise requires:

"the Act"	the Companies Act 2006;
"Additional Officer"	means a member of the Executive Committee who is not an Officer;
"the Association"	means the Association of Personal Injury Lawyers;
"Barrister"	means a practicing barrister at the bars of England and Wales or Northern Ireland or advocate at one of the Channel Island Bars or advocate at the bar of Scotland.
"the British Islands"	has the meaning given to it by the Interpretation Act 1978;
"the Companies Acts"	mean the Acts as defined in section 2 of the Act;
"Executive Committee"	means the Executive Committee of the Association consisting of the Officers and Additional Officers;
"Lay EC Member"	has the meaning given to it in Article 34.1.3;
"Member"	means a person who has satisfied the eligibility requirements for membership of the Association and whose name appears in the Register of Members;
"Officer(s)"	means the President, Vice Presidents, Treasurer and Secretary (as the case may be) from time to time;

“R&A”	Remuneration and appointments committee
"Registered Office"	The associations registered office as detailed at Companies House.
"seal"	means the common seal of the Association (if any)
"Secretary"	means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association including a joint assistant or deputy secretary
“ Voting member”	A member designated and defined in the APIL Membership Policy document as holding a level of membership which enables them to vote at an AGM or EGM.

4.2. Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, computer generated, photography and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

4.3. Words importing the singular number only shall include the plural number and vice versa.

4.4. Words importing the masculine gender shall include the feminine gender.

4.5. References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

4.6. The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

## 5. Objects

The objects for which the Association is established are:

5.1. to promote and procure the full and prompt compensation for all types of personal injury;

5.2. to obtain, promote and procure access to the legal system by all means, including (but not limited to) education, the dissemination of information, the advancement of law reform and the administration of justice for the public good and public interest;

5.3. to advance the role of the legal process in the promotion of safety and higher standards of care for consumers in the workplace in the manufacture and use of products in transport in places of public meeting in the environment and in health and related services;

5.4. to promote encourage and develop expertise in the practice of personal injury law by education and the exchange of information and knowledge;

- 5.5. to promote wider redress for personal injury in the legal system;
- 5.6. to promote encourage and develop co-operation amongst lawyers practising in the field of personal injury law in any jurisdiction.
- 5.7. to procure to be written and printed, to publish, issue and circulate gratuitously or otherwise any reports, periodicals, magazines, books, pamphlets, leaflets or other documents, films, videos or other recorded work on personal injury law;
- 5.8. to arrange or hold public meetings, exhibitions, lectures, conferences and/or seminars for the consideration and discussion of matters relating to personal injury casework;
- 5.9. to promote, encourage or undertake organised research into personal injury matters and any matters relevant to any aspect of the objects of the Association and to publish results of any such research which may be of public interest or interest to the legal profession; and
- 5.10. to seek to develop a greater understanding on a national and international level among all persons involved in or concerned with personal injury accidents with the problems of victims (including their relatives) of such accidents.

## **6. Powers**

In the furtherance of the said objects but not further or otherwise the Association shall have the following powers:

- 6.1. to purchase, lease, hire or otherwise acquire and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell mortgage, lease, grant licences, easements and other rights over exchange or otherwise deal with or dispose of any real or personal property for the purposes of the Association;
- 6.2. to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Association;
- 6.3. to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, affiliation, fees, legacies, grants or otherwise provided that this shall be without prejudice to the ability of the Association to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Association may think fit;
- 6.4. to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Association by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Association may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 6.5. to invest the moneys of the Association not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and

such consents (if any) as may for the time being be imposed or required by law; to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges;

- 6.6. subject to clause 5 hereof to employ and pay such solicitors, medical practitioners, accountants, consultants and any other professional persons, clerks and other staff as are necessary for the furtherance of the objects of the Association;
- 6.7. to make (if applicable) all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 6.8. to subscribe to become a member of or co-operate with any organisation or business or any personal injury organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere in the world) whose objects are wholly or in part similar to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of clause 6 hereof and to purchase or otherwise acquire and undertake all such part of the property assets liabilities and engagements as may lawfully be acquired or undertaken by the Association of any such personal injury organisation institution society or body;
- 6.9. to lend money and give credit, to take security for such loans or credit from and to guarantee and become or give security for the performance of contracts and obligations by any person or company;
- 6.10. to insure and arrange insurance cover for and to indemnify its officers, employees, voluntary workers and its members from and against all such risks incurred in the performance of their duties as may be thought fit;
- 6.11. to establish where necessary regional groups and special interest groups of the Association;
- 6.12. to employ and remunerate any person rendering services to the Association as may be thought expedient;
- 6.13. to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

## **7. Application of Income and Property**

- 7.1. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association.
- 7.2. PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:
  - 7.2.1. of reasonable and proper remuneration to any Member, officer or employee of the Association for any services rendered to the Association;
  - 7.2.2. of interest on money lent by any Member of the Association or of its Executive Committee at a reasonable and proper rate per annum



not exceeding two (2) per cent less than the published base lending rate of a clearing bank to be selected by the Executive Committee;

7.2.3. of reasonable and proper out-of-pocket expenses incurred by a member of the Association's Executive Committee;

7.2.4. of reasonable and proper remuneration of any Lay EC Members.

## **8. Limited Liability**

8.1. The liability of the Members is limited.

8.2. It shall be lawful for any person being a Member of the Association to guarantee any larger sum than one pound (£1) by executing a bond or by a subscription contract with the Association to that effect.

## **9. Contribution of Assets of the Association**

Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Association if it should be wound up while he or she is a Member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Association contracted before he or she ceased to be a Member and of the costs charges and expenses of winding- up and for the adjustment of the rights of the contributories among themselves.

## **10. Surplus Assets**

If on the winding up or dissolution of the Association there remains after the satisfaction of its debts and liabilities any property whatever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its Members such institution or institutions to be determined by the Members entitled to vote thereon at or before the time of dissolution and in so far as effect cannot be given to such provision then to some object which is charitable.

## **11. Amendments to the Objects of Association**

No amendment of the objects of the Association shall take effect unless passed by a special resolution at a meeting of which two (2) calendar months' notice in writing has been given to the Members and has been passed by a majority in number of the Members having a right to attend and vote at the meeting being a majority together holding not less than 75% of the total voting rights at that meeting of all the Members or their proxies or by a special resolution that is passed as a written resolution that conforms with the requirements of the Companies Acts.

## **PART 2 - MEMBERSHIP**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **12. Eligibility**

12.1. The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership shall be Members. For the avoidance of doubt the rights of a Member shall not be transferable.

12.2. The membership of the association shall be set out in a Membership Policy document maintained and held at the associations registered office and

displayed for members on the associations website. The power to amend the Membership Policy is given to the Executive Committee.

- 12.3. The Association will maintain a register of Members overseen by the Secretary.
- 12.4. The right of admission to Membership shall be vested in the Executive Committee who may without showing cause refuse to admit any person as a Member of the Association. The Executive Committee shall be entitled to delegate its powers under this Article to the Secretary.
- 12.5. The Association shall at no time have fewer than two Members.
- 12.6. The Executive Committee retains the right to withdraw the membership of an Honorary Life Member at any time for any reason.

### **13. Subscription Fees**

- 13.1. Every Member except an Honorary Life Member of the Association shall pay an annual subscription to its funds of such amount as shall be prescribed by the Executive Committee and which sum shall become due on such date in each year as the Executive Committee shall determine in its absolute discretion.
- 13.2. In the case of persons admitted to membership of the Association after the due date for payment of subscriptions as determined by the Executive Committee in any year the subscription for that year may be such lower rate as the Executive Committee shall direct.

### **14. Accreditation**

Members who successfully apply for and achieve accredited status will be referred to as an accredited member and be noted as having achieved one of the levels of accreditation, the levels of which shall be prescribed by the Executive Committee from time to time. It shall be open to the Executive Committee to approve different levels of accreditation.

## **DECISION MAKING BY MEMBERS**

### **15. Annual General Meeting**

The Association shall in each year hold a general meeting as its annual general meeting (**Annual General Meeting**) in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall lapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time (consistent with the terms of the Companies Acts) and place, including wholly or partly by means of electronic facilities, as the Executive Committee shall determine.

### **16. General Meetings**

- 16.1. All general meetings other than Annual General Meetings shall be called General Meetings.
- 16.2. The Executive Committee shall determine in relation to each General Meeting and Annual General Meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:

- 16.2.1. by means of electronic facility or facilities pursuant to Article 19 (and for the avoidance of doubt, the Executive Committee shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or
  - 16.2.2. by simultaneous attendance and participation at a satellite meeting place or places pursuant to Article 18.
- 16.3. The Executive Committee may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting or Annual General Meeting.
- 16.4. Two or more persons who may not be in the same place as each other attend a General Meeting or an Annual General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 16.5. A person is able to participate in a meeting if that person's circumstances are such that if he or she has (or were to have) rights in relation to the meeting, he or she is (or would be) able to exercise them.
- 16.6. In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 16.7. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 16.8. A person is able to exercise the right to vote at a General Meeting or Annual General Meeting when:
  - 16.8.1. that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chair of the meeting) on resolutions put to the vote at the meeting; and
  - 16.8.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 16.9. If, at any General Meeting or Annual General Meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Executive Committee pursuant to Article 19, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Association shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

- 16.10. Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a General Meeting or Annual General Meeting is deemed to take place at the place where the chairperson of the meeting is at the time of the meeting.
- 16.11. The Executive Committee may whenever it thinks fit convene a General Meeting. If at any time there are not within the British Islands sufficient members of the Executive Committee capable of acting to form a quorum any member of the Executive Committee may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.
- 16.12. The Executive Committee may whenever it thinks fit and it shall upon a requisition from Members who represent at least 5% of the total voting rights of all the Members having a right to vote at general meetings at the date of the requisition convene a General Meeting.
- 16.13. Any requisition must state the general nature of the business to be dealt with at the meeting proposed to be called and shall be left at the registered office of the Association addressed to the Secretary.
- 16.14. On receipt of such valid requisition the Executive Committee shall proceed to convene a General Meeting; if the Executive Committee does not proceed to convene the meeting within twenty-one days from the date of requisition the requisitionists may themselves convene such meeting.

## **17. Notice of meetings**

- 17.1. A General Meeting or Annual General Meeting shall be called by at least such minimum notice as is required or permitted by the Companies Acts. The period of notice shall in either case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given to all members other than those who are not entitled to receive such notices from the Association. The Association may give such notice by any means or combination of means permitted by the Companies Acts.
- 17.2. Subject to the provisions of the Companies Acts the notice shall specify:
  - 17.2.1. whether the meeting shall be a physical meeting or wholly or partly by means of electronic facilities;
  - 17.2.2. for physical meetings, the time, date and place of the meeting (including any satellite meeting place or places); and
  - 17.2.3. for any meetings held wholly or partly by means of electronic facilities,
    - (a) the time;
    - (b) date;
    - (c) electronic facility or platform for the meeting (which may vary from time to time and from meeting to meeting as the Executive Committee, in its sole discretion, sees fit) and any access, identification and security arrangements;

- (d) how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting,

and the general nature of the business to be dealt with and shall set out the text of all resolutions to be considered by the meeting and shall state in each case whether it is proposed as an ordinary resolution or as a special resolution.

- 17.3. Provided that a meeting of the Association shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
  - 17.3.1. in the case of a meeting called as an Annual General Meeting by all the Members entitled to attend and vote thereat; and
  - 17.3.2. in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
- 17.4. The Association may give notice of a General Meeting or Annual General Meeting by any means or combination of means permitted by the Companies Acts.
- 17.5. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **18. Satellite Meetings**

Without prejudice to Article 19, the Executive Committee may resolve to enable persons entitled to attend and participate in a General Meeting or Annual General Meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

- 18.1. participate in the business for which the meeting has been convened;
- 18.2. hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- 18.3. be heard by all other persons so present in the same way,

and the meeting shall be deemed to take place at the place where the chair of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a satellite meeting). The chair shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in Article 24.

## **19. Attendance and participation by electronic facilities**

- 19.1. Without prejudice to Article 18, in the event that the Executive Committee determine to hold a General Meeting or Annual General Meeting wholly or partly by means of electronic facility or facilities,
- 19.1.1. the Executive Committee may determine the means, or all different means, of attendance and participation used;
  - 19.1.2. the members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Executive Committee) shall be counted in the quorum for, and be entitled to participate in, the meeting in question;
  - 19.1.3. the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
    - (a) participate in the business for which the meeting has been convened;
    - (b) hear all persons who speak at the meeting; and
    - (c) be heard by all other persons attending and participating in the meeting.
- 19.2. All persons seeking to attend and participate in a General Meeting or Annual General Meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chair to adjourn a meeting in accordance with the provisions of Article 24.2, any inability of a person or persons to attend or participate in a meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 19.3. Nothing in these Articles prevents a General Meeting or Annual General Meeting being held exclusively on an electronic basis.

## **20. Votes of Members**

- 20.1. Subject to the Companies Acts, at any General Meeting or Annual General Meeting:
- 20.1.1. every Voting Member who is present in person (or by proxy) shall on a show of hands have one vote; and
  - 20.1.2. every Voting Member present in person (or by proxy) shall on a poll have one vote.
- 20.2. Members who do not hold a level of membership which enables them the right to vote shall be permitted to attend General Meetings and Annual General Meetings but shall not have the right to vote.

- 20.3. No Member shall be entitled to vote at any General Meeting or Annual General Meeting unless all money presently payable by him to the Association has been paid.
- 20.4. The Association (acting by the Executive Committee) shall permit any individual or representative of an organisation to attend a General Meeting or Annual General Meeting as an observer.

## **21. Chairperson casting vote**

In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall be entitled to a second or casting vote.

## **22. Proceedings at General Meetings**

Voting members may propose a resolution for consideration at any meeting of the Members by delivering to the Secretary not less than six weeks prior to the date of the meeting, or, in the case of the Annual General Meeting, the proposed date of the meeting; if no date is proposed, the date of the Annual General Meeting shall be presumed for this purpose to fall on the anniversary of the last Annual General Meeting. Every such resolution must be made and seconded by a voting member.

- 22.1. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided fifty present in person or by a proxy and entitled to attend and vote on the business to be transacted shall be a quorum.
- 22.2. If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of Members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at such time and place or places, with the same means of attendance and participation (including partly but not wholly by means of electronic facility or facilities) as the adjourned meeting or, alternatively, such day (not being less than ten clear days after the date of the original meeting), and at such time and place or places, with such means of attendance and participation (including partly but not wholly by means of electronic facility or facilities), as the chair (or, in default, the Executive Committee) may determine. If at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for holding the meeting, one person entitled to vote on the business to be transacted, being a member or a proxy for a member, shall be a quorum and any notice of an adjourned meeting shall state this.

## **23. Chair of General Meetings and Annual General Meetings**

- 23.1 The President or in his or her absence a Vice President of the Association (as determined in accordance with Article 29) shall preside as chairperson at every General Meeting and Annual General Meeting or if there is no such chairperson within fifteen minutes after the time appointed for the holding of the meeting the Members of the Executive Committee present shall elect one of their number to be the chairperson of the meeting and if only one member of the Executive Committee is present and willing to act he or she shall be the chairperson of the meeting.

- 23.2 If at any meeting no Executive Committee Member is willing to act as chairperson or if no Executive Committee Member is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to chair the meeting.

## **24. Adjournment**

- 24.1. The chairperson of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for two months or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24.2. If it appears to the chair of the General Meeting or Annual General Meeting that the electronic facilities, platform or security at the meeting have been inadequate for the purposes referred to in Article 19.1.3, then the chair may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that meeting up to the time of that adjournment shall be valid.

## **25. Method of voting**

- 25.1. A resolution put to the vote at a General Meeting or Annual General Meeting held wholly or partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Executive Committee, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, a resolution put to the vote of a General Meeting or Annual General Meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 25.2. No objection may be raised to the qualification of any person voting at a General Meeting or Annual General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed is valid.
- 25.3. Any such objection must be referred to the chairperson of the meeting whose decision is final.
- 25.4. A poll on a resolution may be demanded:
- 25.4.1. in advance of the General Meeting or Annual General Meeting where it is to be put to the vote, or
  - 25.4.2. at a General Meeting or Annual 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.
- 25.5. Subject to the Companies Acts, a poll may be demanded by:
- 25.5.1. the chairperson of the meeting;



- 25.5.2. the Members of the Executive Committee;
  - 25.5.3. two or more persons having the right to vote on the resolution; or
  - 25.5.4. a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 25.6. A demand for a poll may be withdrawn if:
- 25.6.1. the poll has not yet been taken, and
  - 25.6.2. the chairperson of the meeting consents to the withdrawal.
- 25.7. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and in such manner as the chairperson of the meeting directs and any business other than that upon which a secret poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25.8. Unless a poll is demanded a declaration by the chairperson that a resolution has on a show of hands been carried or been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

## 26. Voting by proxy

- 26.1. Subject to Article 26.2, Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 26.1.1. states the name and address of the Member appointing the proxy;
  - 26.1.2. identifies the person appointed to be that member's proxy and the General Meeting or Annual General Meeting in relation to which that person is appointed;
  - 26.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the members of the Executive Committee may determine; and
  - 26.1.4. is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the meeting to which they relate.
- 26.2. Subject to the Companies Acts, the Executive Committee may accept the appointment of a proxy received by electronic means on such terms and subject to such conditions as it considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of Article 26.1.
- 26.3. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 26.4. 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.
- 26.5. Unless a proxy notice indicates otherwise, it must be treated as:
  - 26.5.1. 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
  - 26.5.2. appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.
- 26.6. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting or Annual 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 Association by or on behalf of that person.
- 26.7. An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.8. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 26.9. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **27. Amendment to resolutions**

- 27.1. An ordinary resolution to be proposed at a General Meeting or Annual General Meeting may be amended by ordinary resolution if:
  - 27.1.1. notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the 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 chairperson of the meeting may determine), and
  - 27.1.2. the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 27.2. A special resolution to be proposed at a General Meeting or Annual General Meeting may be amended by ordinary resolution if:
  - 27.2.1. the chairperson of the meeting proposes the amendment at the meeting at which the resolution is to be proposed, and
  - 27.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 27.3. If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

## **PART 3 - OFFICERS AND THE EXECUTIVE COMMITTEE**

### **COMPOSITION OF THE EXECUTIVE COMMITTEE, APPOINTMENT AND RETIREMENT**

#### **28. The Executive Committee**

- 28.1. The Executive Committee shall consist of:
- 28.1.1. the Officers (comprising, the President, two Vice Presidents (together the Vice Presidents and each a Vice President), Treasurer and Secretary); and
  - 28.1.2. Additional Officers,
- provided always that the maximum number of members of the Executive Committee shall be 18 and the minimum number shall be 12.
- 28.2. The Association may from time to time by special resolution increase or decrease the number of members of the Executive Committee and may also determine in what order the increased or reduced number shall rotate out of office.
- 28.3. The Executive Committee shall include (where possible):
- 28.3.1. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practising member or Honorary Life Member and works wholly or mainly in England, Isle of Man or Channel Islands;
  - 28.3.2. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practicing member or Honorary Life Member and works wholly or mainly in Scotland;
  - 28.3.3. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practicing Member or Honorary Life Member and works wholly or mainly in Northern Ireland;
  - 28.3.4. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be a practising Member or Honorary Life Member and works wholly or mainly in Wales; and
  - 28.3.5. at least one member of the Executive Committee (whether an Officer or Additional Officer) who shall be either: (i) a practising barrister at the bars of England and Wales or Scotland or Northern Ireland or (ii) an advocate practising at one of the Isle of Man or Chanel Island Bars.
- 28.4. Subject to Articles 28.1 and 28.2, the Executive Committee shall include such number of Lay EC Members (as Additional Officers) as determined by the Executive Committee from time to time.
- 28.5. Upon completion by the President of his or her term he or she shall be entitled (but not obliged) to remain on the Executive Committee as an Additional Officer in role of Immediate Past President for a term of one year (commencing immediately after the expiry of his or her term as President). The President shall, at the end of his/her term as President, be automatically appointed as

Immediate Past President unless he/she has served written notice before the expiry of his/her term as President that he/she does not wish to take up the position of Immediate Past President.

- 28.6. If at any time there is no member of the Executive Committee who satisfies the requirements of any category of Article 28.3, or in the event of a vacancy arising either amongst the Officers or Additional Officers then the Executive Committee may appoint a person who is willing to act to fill the vacancy or call a General Meeting for the purpose of appointing a person who is willing to act to fill the vacancy; where such a person is appointed to fill a vacancy in respect of a designated seat under Article 28.3, the person appointed must fulfil the criteria for appointment to that seat. A person so appointed shall be subject to retirement at the same time as if he or she had become a Member of the Executive Committee on the day on which the Member of the Executive Committee in whose place he or she is appointed was last elected a Member of the Executive Committee
- 28.7. It is acknowledged that the intention is, where possible, for the Executive Committee to comprise the roles detailed in Articles 28.1, 28.3 and 28.4. However, there shall be no obligation to fill all such roles for the Executive Committee to be operational and such intended Executive Committee composition shall not act to place any additional requirements as to the minimum numbers of members of the Executive Committee beyond the numbers already stated in these Articles. For the avoidance of doubt, the Executive Committee may, from time to time, review the composition and number of roles on the Executive Committee. At the Executive Committee's discretion roles may be combined or new roles created to meet the needs of the Association provided that the requirements as to the minimum number of members of the Executive Committee as contained in Article 28.1 are met.

## **29. Vice Presidents**

In the event that there is more than one Vice President in office at any one time, any role, seniority or power of a Vice President as referred to in these Articles shall be held and/or exercised by:

- 29.1. the nominated Vice President as agreed between the Vice Presidents at the time; or
- 29.2. in the absence of such agreement, the Vice President with the longest length of consecutive service as a member of the Executive Committee.

## **30. Appointment of the Officers and Additional Officers**

### **30.1. Eligibility**

- 30.1.1. Save in respect of the Immediate Past President and Lay EC Members, only voting members shall be eligible to be nominated as Officers and Additional Officers.
- 30.1.2. The Executive Committee may appoint individuals that:
- (a) are not Members;
  - (b) are willing to act as a director, and are permitted by law to do so; and
  - (c) meet any additional eligibility criteria for Lay EC Members

determined by the Executive Committee from time to time;

as members of the Executive Committee (**Lay EC Members**) in the capacity of Additional Officers in accordance with the appointment process set out in Article 30.2.3 below. For the avoidance of any doubt, Lay EC Members shall not be eligible to be appointed as Officers.

## 30.2. **Appointment process**

30.2.1. Subject to Articles 30.1, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be an Officer or Additional Officer:

- (a) by secret ballot of the Members in accordance with Article 31; or
- (b) by a majority decision of the Executive Committee (whether to fill a casual vacancy or as an additional member of the Executive Committee); or
- (c) by ordinary resolution at a General Meeting (whether to fill a casual vacancy or as an additional member of the Executive Committee).

30.2.2. Article 30.2.1 does not apply in respect of the appointment of the Immediate Past President whose appointment shall be in accordance with Article 28.5 above.

30.2.3 Article 30.2.1 does not apply in respect of the appointment of Lay EC Members whose appointment shall be in accordance with this Article 30.2.3. The R&A shall be responsible for making recommendations to the Executive Committee of potential Lay EC Members. The R&A shall have regard to the eligibility criteria contained in Article 30.1.3 and any directions or policies set by the Executive Committee from time to time. The Executive Committee shall give reasonable consideration to any potential Lay EC Members recommended by the R&A. Subject to the eligibility requirements contained in Article 30.1.3, the Executive Committee (acting by a majority decision) may appoint Lay EC Members (whether to fill a casual vacancy or as an additional member of the Executive Committee) as an Additional Officer.

## 31. **Appointment – Secret Ballot**

31.1. Nominations for President, Vice Presidents, Treasurer and Secretary of the Association must be received from members by the Chief Executive (or in the absence of a Chief Executive such individual as notified to the Members of the Executive Committee) not less than 13 weeks before the proposed date of the Annual General Meeting of the Association. Notification to the Members of the candidates for appointment as Officers will be made not less than 9 weeks before the proposed Annual General Meeting.

31.2. Nominations for Additional Officers must be received from Members by the Chief Executive (or in the absence of a Chief Executive such individual as notified to the Members by the Executive Committee) not less than 5 weeks before the proposed date of the Annual General Meeting. Notification to the Members of the candidates for appointment as Additional Officers will be made

not less than four weeks before the proposed Annual General Meeting.

- 31.3. Election shall be by secret ballots, with all appointments affirmed at the Annual General Meeting.
- 31.4. Where only one member is nominated to fulfil a specified category within Article 28.3, he shall be automatically elected onto the Executive Committee to fulfil a specified category within Article 28.3.
- 31.5. In the event of a tie between candidates for a single vacant seat on the Executive Committee, then the tied candidates shall draw lots for the single vacant seat under the supervision of the invigilating officer or such other appropriate person approved by the Executive Committee.
- 31.6. No more than 2 members of the Executive Committee shall be a member or partner or employee of the same Barristers/chamber, Solicitors/firm, or Academic Institution, and in the event of more than 2 such persons being elected, the number in excess of 2 shall stand down by agreement, in reverse order of seniority, with the order of seniority being President, the Vice Presidents (in the order determined in accordance with Article 29), Secretary, Treasurer, then the number of votes cast in the same election, then continuous length of service on the Executive Committee, and where necessary in the absence of other candidates, there shall be a further election for the vacant position.
- 31.7. No Officer shall be a member or partner or employee of the same barristers' chambers or solicitors' firm or academic institution as any other Officer and in the event of two or more such persons being elected the other or others by agreement between themselves or in the absence of any agreement in reverse order of seniority shall stand down with the order of seniority being President, the Vice Presidents (in the order determined in accordance with Article 29), Secretary, Treasurer, and, where necessary, there shall then be a further election.
- 31.8. The election for the Secretary and Treasurer will "wherever possible" take place on alternate years, save where one or the other steps down during the currency of their current term. In such an event and to regularise the situation, the Executive Committee is granted reserved authority to extend the term of one incumbent only by no more than 1 additional year without the need for an election.

## **32. Term of Office**

- 32.1. In each case, subject as provided in these Articles (in particularly, Articles 31.8, 32.2 and 32.3 below):
  - 32.1.1. the term of office for President shall be one year commencing on the annual general meeting at which they were elected and ending on the next annual general meeting after their election;
  - 32.1.2. the term of office for a Vice President shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election;
  - 32.1.3. the term of office for the Secretary shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election;

- 32.1.4. the term of office for the Treasurer shall be two years commencing on the annual general meeting at which they were elected and ending on the second annual general meeting after their election;
  - 32.1.5. the term of office for Additional Officers (other than Lay EC Members) shall be three years commencing on the annual general meeting at which they were elected until the end of the third annual general meeting of the Association after their election; and
  - 32.1.6. the term of office for a Lay EC Member shall be three years commencing on the date of their appointment.
- 32.2. If an Officer or Additional Officer (other than a Lay EC Member) is appointed by the Executive Committee or the Members in a general meeting of the Association (in accordance with Articles 30.2.1(b) and 30.2.1(c)) to fill a casual vacancy, he or she shall be subject to retirement at the same time as if he or she had become a Member of the Executive Committee on the day on which the Member of the Executive Committee in whose place he or she is appointed was last elected a Member of the Executive Committee.
- 32.3. If an Officer or Additional Officer (other than a Lay EC Member) is appointed by the Executive Committee or the Members in a general meeting of the Association (in accordance with Articles 30.2.1(b) and 30.2.1(c)) to be an additional member of the Executive Committee (and, for the avoidance of doubt, not to fill a casual vacancy), he or she shall hold office until the end of next annual general meeting of the Association.

### **33. Eligibility for Reappointment**

- 33.1. Subject to Article 33.5, members of the Executive Committee may hold three consecutive terms as an Additional Officer (excluding the role as Immediate Past President) before either:
- 33.1.1. standing-down as a member of the Executive Committee; or
  - 33.1.2. being appointed as an Officer,
- and, for the avoidance of doubt, a Member of the Executive Committee is not required by this Article to first be appointed and serve as an Additional Officer before seeking appointment as an Officer.
- 33.2. In addition to the maximum consecutive terms provided for in Article 34.1, an Officer may hold the following maximum number of consecutive terms of office (in any order):
- 33.2.1. three terms as Treasurer;
  - 33.2.2. three terms as Secretary;
  - 33.2.3. two terms as a Vice President;
  - 33.2.4. one term as President; and
  - 33.2.5. one term as Immediate Past President (if applicable).
- or stand-down.
- 33.3. If an Officer or Additional Officer is appointed to fill a casual vacancy under

Articles 32.2 or Article 28.6, such part term shall be disregarded when calculating the number of terms they have served for the purpose of Article 33.1 and 33.2 above.

- 33.4. If an Officer or Additional Officer is appointed as an additional member of the Executive Committee under Article 32.3 and in accordance with such Article only serve until the next annual general meeting of the Association, such part term shall be disregarded when calculating the number of terms they have served for the purpose of Article 33.1 and 33.2 above.
- 33.5. In respect of Lay EC Members only, it shall be at the complete discretion of the Executive Committee (acting by majority decision) whether to reappoint a Lay EC Member for a further term provided that such Lay EC Member:
  - 33.5.1. is willing to continue to act as a director; and
  - 33.5.2. still meets the eligibility criteria for Lay EC Members, andsubject always to the maximum number of consecutive terms of office set out in Article 33.1 above.
- 33.6. Having served the maximum number of consecutive terms on the Executive Committee as provided for in Article 33.1 no member shall be permitted to be re-elected without a break of a minimum of 1 year.
- 33.7. Other than in respect of the role of Immediate Past President, no member of the Executive Committee will be automatically reappointed.

#### **34. Disqualification of Members of the Executive Committee**

- 34.1. The office of member of the Executive Committee shall be vacated if the member:
  - 34.1.1. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 34.1.2. becomes prohibited from being a Member of the Executive Committee by reason of any order made under the Companies (Disqualification of Directors) Act 1986; or
  - 34.1.3. is the subject of a written opinion given to the company by a registered medical practitioner who is treating that person stating that the person has become physically or mentally incapable of acting as a Member of the Executive Committee and may remain so for more than three months; or
  - 34.1.4. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
  - 34.1.5. resigns his office by notice in writing to the Association; or
  - 34.1.6. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 182 of the Act; or
  - 34.1.7. subject to Article 34.4, ceases to be eligible to be a Member (other



than in respect of a Lay EC Member); or

- 34.1.8. subject to Article 34.5, in respect of Lay EC Members only, ceases to meet the eligibility criteria for Lay EC Members; or
  - 34.1.9. is struck off, disqualified, disbarred, suspended from practice by the Member's professional governing body or behaves in some manner which is tantamount to conduct unbecoming the office of a Member of the Executive Committee; or
  - 34.1.10. without good reason fails to attend meetings.
- 34.2. The Association may by ordinary resolution of which special notice has been given in accordance with Section 168 of the Act remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member. The Association may, in accordance with Articles 30.2.1(b) and 30.2.1(c), appoint another person in place of a member of the Executive Committee removed under this Article.
- 34.3. Subject as aforesaid a member of the Executive Committee who retires at an annual general meeting of the Association and is not re-elected shall retain office until the meeting elects someone in his place or if it does not do so until the end of the meeting.
- 34.4. In the event that a member of the Executive Committee ceases to be eligible to hold such membership which enables them to be appointed as an officer or additional officer, the Executive Committee shall have discretion to waive the requirement for their office to be vacated pursuant to Article 34.1.7 and permit such member of the Executive Committee to serve the remainder of their term in office.
- 34.5. For the avoidance of any doubt, Article 34.1.7 shall not in any way require Lay EC Members to be Members. If a Lay EC Member ceases to meet the eligibility criteria for Lay EC Members, the Executive Committee shall have discretion to waive the requirement for their office to be vacated pursuant to Article 34.1.8 and permit such Lay EC Member to serve the remainder of their term in office.

### **35. Observer and Board Advisors**

In addition to the Officers and Additional Officers, the Executive Committee may appoint individuals to act as advisors or observers, who may be invited to attend and speak at meetings of the Executive Committee but shall not be entitled to vote.

## **GENERAL POWERS AND RESPONSIBILITIES**

### **36. General Powers and Responsibilities of the Members of the Executive Committee**

- 36.1. Subject to the Articles, the members of the Executive Committee are responsible for the management of the company business, for which purpose they may exercise all the powers of the company.
- 36.2. Subject to the Articles, the members of the Executive Committee may delegate any of the powers which are conferred on them under the Articles:
  - 36.2.1. to such person or committee;
  - 36.2.2. by such means (including by power of attorney);
  - 36.2.3. to such an extent;
  - 36.2.4. in relation to such matters or territories; and
  - 36.2.5. on such terms and conditions;as they think fit.
- 36.3. If the members of the Executive Committee so specify, any such delegation may authorise further delegation of the members of the Executive Committees' powers by any person to whom they are delegated.
- 36.4. The members of the Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.
- 36.5. Committees to which the members of the Executive Committee 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 the members of the Executive Committee.
- 36.6. The members of the Executive Committee 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.
- 36.7. Without limitation the directors shall delegate such of their powers as relate to:
  - 36.7.1. the identification of potential Lay EC Members;
  - 36.7.2. remuneration of Lay EC Members;
  - 36.7.3. remuneration of speakers and trainers;
  - 36.7.4. review and make recommendations on the governance which relates to speakers' and trainers' remuneration;

36.7.5. review and manage any conflicts of interest which may arise in connection with both the appointment and remuneration of Lay EC Members and speakers and trainers; and

36.7.6. such other matters as the Executive Committee shall determine, direct and delegate from time to time;

to a committee known as the Remuneration and Appointments Committee (**R&A**) which shall advise and make recommendations to the Executive Committee on such matters.

36.8. The Executive Committee may make such rules regarding the composition and operation of the R&A as they determine from time to time.

36.9. Subject always to the discretion of the Executive Committee to determine otherwise:

36.9.1. the President shall appoint a member of Executive Committee to act as the chair of the R&A (**R&A Chair**);

36.9.2. the R&A Chair will appoint no less than two and no more than four Members to the R&A; and

36.9.3. the R&A Chair may ask other individuals to contribute to the R&A from time to time.

### **37. Duties of the Officers**

37.1. The President shall chair at all meetings of the Members and the Executive Committee.

37.2. A Vice President (as determined in accordance with Article 29) shall preside at all meetings in the absence of the President. In the event of a vacancy in the office of President, a Vice President (as determined in accordance with Article 29) shall so act.

37.3. The Secretary in addition to his statutory duties under the Act shall also be responsible for the administration of the Association. The Secretary shall present a report to the Association at each Annual General Meeting of the Association and to each meeting of the Executive Committee concerning the activities of the Association.

37.4. The Treasurer shall be responsible for the financial affairs of the Association. The Treasurer shall present management reports to the Executive Committee and shall report on the accounts presented to the Association at each Annual General Meeting.

37.5. The Officers and Additional Officers appointed from time to time shall be deemed to be directors for the purposes of the Act.

37.6. Subject to Article 37.7, no remuneration shall be payable to any Member by virtue of his being or becoming an Officer or Additional Officer. Members of the Executive Committee shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive Committee and for the proper performance of their duties.

37.7. Lay EC Members shall be entitled to remuneration at the levels agreed by the Executive Committee (on the recommendations and advice of the R&A) from time to time. The remuneration of Lay EC Members shall be reviewed annually by the Executive Committee (on the recommendations and advice of the R&A). In addition to any agreed remuneration, Lay EC Members shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive Committee and for the proper performance of their duties.

### **38. Members' Reserve Power**

38.1. The Members may, by special resolution, direct the Members of the Executive Committee to take, or refrain from taking, specified action.

38.2. No such special resolution invalidates anything which the Members of the Executive Committee have done before the passing of the resolution.

### **39. Powers and Duties of the Executive Committee**

39.1. The Executive Committee shall have overall responsibility for policy making but shall be entitled to delegate responsibility for policy making to sub-committees and working groups in accordance with Article 46. The business of the Association shall be managed by the Chief Executive who may pay all reasonable and proper expenses incurred in promoting the Association and in furtherance of the objects of the Association and may exercise all such powers of the Association as are not by the Companies Acts or by these Articles required to be exercised by the Association in General Meeting subject nevertheless to the provisions of the Companies Acts or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

39.2. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Executive Committee shall from time to time by resolution determine.

39.3. The Executive Committee shall cause minutes to be made in books provided for the purpose:

39.3.1. of all appointments of Additional Officers made by the Executive Committee;

39.3.2. of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any other committee appointed from time to time by the Executive Committee;

39.3.3. of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of any other committee appointed from time to time by the Executive Committee.

- 39.4. The Executive Committee shall nominate the APIL representative for the Law Society Council, supporting committees and working groups and any other organisations where APIL representation is requested.

#### **40. Chief Executive**

The Executive Committee may at the cost of the Association recruit, appoint, dismiss and re-appoint any person to the office of Chief Executive. The Executive Committee may determine the terms of engagement of the Chief Executive and may determine the emoluments payable by the Association for the provision of his or her services and reimburse all expenses incurred by the Chief Executive in the performance of his or her duties from the funds of the Association.

### **DECISION MAKING BY THE EXECUTIVE COMMITTEE**

#### **41. Proceedings of the Executive Committee**

- 41.1. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President or in the absence of the President a Vice President (as determined in accordance with Article 29) or the person presiding shall have a second or casting vote. The Secretary on the request in writing of at least three members of the Executive Committee shall at any time summon an Executive Committee meeting. It shall not be necessary to give notice of an Executive Committee meeting to any member for the time being absent from the United Kingdom.
- 41.2. The Executive Committee shall meet at least four times a year (or with such frequency as the Executive Committee shall think fit) for the dispatch of business. Nine members of the Executive Committee present in person or via a digital medium shall be a quorum for the transaction of business of the Executive Committee.
- 41.3. The continuing members of the Executive Committee may act notwithstanding any vacancy in its body but if and so long as its number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of members of the Executive Committee the continuing Members of the Executive Committee may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a General Meeting of the Association but for no other purpose.
- 41.4. If at any meeting the President or a Vice President is not present within fifteen minutes after the time appointed for holding the same the members of Executive Committee present may choose one of its number to be the chairperson of the meeting.
- 41.5. All acts done by any meeting of the Executive Committee or of a sub-committee appointed by the Executive Committee or by any person acting as a member of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as a member of a sub-committee or that they or any of them were disqualified to be a member of the Executive Committee or sub-committee be as valid as if every such person had been duly appointed and was properly qualified.

- 41.6. A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held and may consist of several documents in like form each signed by one or more members of the Executive Committee.
- 41.7. If a question arises at a meeting of the Executive Committee or of a sub-committee as to the right of a member to vote the question may before the conclusion of the meeting be referred to the chairperson of the meeting and his voting in relation to any member other than himself shall be final and conclusive.

## **42. Transactions or other arrangements with the Association**

- 42.1. If a member of the Executive Committee is any way, directly or indirectly, interested in any proposed transaction or arrangement with the association, then the following will apply.
- 42.2. Subject to the provisions of the Act, and provided that he has disclosed to the members of the Executive Committee the nature and extent of any material interest of his, a member of the Executive Committee notwithstanding his office:
  - 42.2.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - 42.2.2. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
  - 42.2.3. shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 42.3. For the purposes of Article 42.2:
  - 42.3.1. a general notice given to the members of the Executive Committee that a member of the Executive Committee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Executive Committee has an interest in any such transaction of the nature and extent so specified; and
  - 42.3.2. an interest of which a member of the Executive Committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
  - 42.3.3. If a proposed decision of the Executive Committee is concerned with an actual or proposed transaction or arrangement with the Association or any other matter in which a member of the Executive Committee is interested, or in relation to which he owes a duty to someone other than the Association, that member of the Executive Committee is not to be counted as participating in the decision-

making process for quorum or voting purposes.

#### **43. Authorisation of Directors' conflicts of interest**

- 43.1. The Executive Committee shall have power, subject to and in accordance with the remaining provisions of this Article 47, to authorise (an "**Authorisation**") any matter which would or might constitute or give rise to any breach of the duty of a member of the Executive Committee under Section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Association could take advantage of it).
- 43.2. An Authorisation may be proposed to and resolved on by the Executive Committee in accordance with these Articles in the same way as any other matter but shall only be effective where:
  - 43.2.1. reasonable details of the matter or situation to which the Authorisation relates were disclosed to the Executive Committee; and
  - 43.2.2. in accordance with Section 175(6) of the Act, any requirement as to the quorum at the meeting at which the Authorisation is considered is met without counting the member of the Executive Committee in question or any other interested member of the Executive Committee and the Authorisation was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 43.3. An Authorisation may be given in respect of:
  - 43.3.1. person who is proposed to be appointed as a member of the Executive Committee, with regard to such appointment; or
  - 43.3.2. an appointed member of the Executive Committee with regard to his continuing performance of his duties.
- 43.4. An Authorisation may be given subject to such terms and conditions as the Executive Committee determines at its absolute discretion, and the member of the Executive Committee in question shall comply with all such terms and conditions, and which may (but need not) include all or any of the following:
  - 43.4.1. the period for which the Authorisation shall subsist, or any date or event upon which it shall expire or be modified;
  - 43.4.2. any events, matters or consequences which do not fall within the Authorisation or whereby a further Authorisation would be required;
  - 43.4.3. the exclusion of the member of the Executive Committee in question from receipt of or access to certain information or documentation of the Association connected with the matter to which the Authorisation relates (including any general classes or categories of information or documentation);

- 43.4.4. the exclusion of the member of the Executive Committee in question from discussions (whether at Executive Committee meetings, general meetings of the Association or otherwise) connected with the matter to which the Authorisation relates, and whether the member of the Executive Committee in question may count in the quorum at Executive Committee meetings at which any matter to which the Authorisation relates is considered and/or vote upon any such matter (in which case such terms shall prevail over any other provisions of these Articles); or
- 43.4.5. requirements with respect to the disclosure of confidential information of the Association to any other person or the disclosure of confidential information of any other person to the Association (and which may include permitting the relevant member of the Executive Committee not to disclose confidential information of another person to the Association).
- 43.5. Save as provided in any terms and conditions determined by the Executive Committee in accordance with Article 43.4, an Authorisation shall be deemed to be given to the fullest extent permissible at law, and shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of or in connection with the matter so authorised.
- 43.6. The Executive Committee shall ensure that the terms of each Authorisation are recorded in writing and a copy retained by the Association (but the Authorisation shall be effective whether or not the terms are so recorded).
- 43.7. The Executive Committee may revoke or vary an Authorisation at any time, but this shall not affect anything done or omitted to be done by the member of the Executive Committee in question in accordance with the terms of the Authorisation prior to receiving notice of the revocation or variation.
- 43.8. A member of the Executive Committee shall be under no duty to the Association with respect to any information which he obtains or has obtained otherwise than as a member of the Executive Committee and in respect of which he owes a duty of confidentiality to another person. In particular the member of the Executive Committee shall not be in breach of any duty he owes to the Association because he fails to disclose any such information to the Executive Committee or to any member of the Executive Committee or other officer or employee of the Association or to use or apply any such information in performing his duties as a member of the Executive Committee. However, to the extent that the member of the Executive Committee's relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship is the subject of an existing Authorisation (and it applies subject to the terms of that Authorisation).
- 43.9. A member of the Executive Committee shall not (save as may be provided by the terms and conditions of the Authorisation) be liable to account to the Association for any remuneration, profit or other benefit resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit, nor shall the receipt of any such remuneration, profit or benefit constitute a breach of Section 176 of the Act.
- 43.10. A member of the Executive Committee shall not be in breach of any duty he owes to the Association by virtue of the fact that pursuant to the terms of an



Authorisation (for so long as he reasonably believes the matter to which the Authorisation relates subsists) he:

- 43.10.1. absents himself from Executive Committee meetings or other proceedings of the Executive Committee at which the matter to which the Authorisation relates will or may be discussed; or
  - 43.10.2. makes arrangements not to receive, or refrains from considering, any documents relating to the matter to which the Authorisation relates, or makes arrangements for a professional adviser to receive any such documents on his behalf.
- 43.11. The provisions of these Articles are without prejudice to any equitable principle or rule of law which may excuse a member of the Executive Committee from:
- 43.11.1. disclosing information in circumstances where disclosure would otherwise be required under these Articles or otherwise; or
  - 43.11.2. attending meetings or discussions or receiving documents or information in circumstances where such attendance or receiving would otherwise be required under these Articles.
- 43.12. Any reference to a conflict of interest in this Article 43 shall include a conflict of interest and duty, and a conflict of duties, and any reference to an interest includes both direct and indirect interests.
- 43.13. If any question arises at any meeting as to whether an interest of a member of the Executive Committee (other than the interest of the chairperson of the meeting) shall reasonably be regarded as likely to give rise to a conflict of interest or as to the entitlement of any member of the Executive Committee (other than the chairperson of the meeting) to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairperson of the meeting. The chairperson of the meeting's ruling in relation to the member of the Executive Committee concerned shall be final and conclusive except in a case where the nature or extent of the interest of the member of the Executive Committee concerned (so far as it is known to him) has not been fairly disclosed to the Executive Committee.
- 43.14. If any question arises at any meeting as to whether an interest of the chairperson of the meeting shall reasonably be regarded as likely to give rise to a conflict of interest or as to the entitlement of the chairperson of the meeting to vote or be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the members of the Executive Committee or sub-committee members present at the meeting (excluding the chairperson of the meeting), whose majority vote shall be final and conclusive except in a case where the nature or extent of the interest of the chairperson of the meeting (so far as it is known to him) has not been fairly disclosed to the Executive Committee.

#### **44. President – Casting Vote**

In the event of an equality of votes at any meeting of the Executive Committee the chairperson shall have a casting vote.

#### **45. Member Groups**

For the purpose and in furtherance of the objects of the Association, Member Groups in relevant areas of Law and Practice may be set up, re-arranged, merged and/or dissolved by the Executive Committee or by Resolution at a General Meeting. All such Member Groups shall be accountable to the Executive Committee and shall abide by all rules and regulations that may be required by the Executive Committee via the Chief Executive.

#### **46. Working Groups and Sub-Committees of the Executive Committee**

- 46.1. The Executive Committee may delegate any of its powers to sub-committees and/or working groups consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Executive Committee and shall report all acts and proceedings to the Executive Committee as soon as reasonably practicable.
- 46.2. There shall be no requirement for sub-committees or working groups formed by the Executive Committee to contain a minimum number of members of the Executive Committee provided that in the event that a sub-committee or working group does not contain a member of the Executive Committee, the chairman of the sub-committee or working group must report back to the Officers.
- 46.3. A sub-committee or working group 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 chairperson shall have a second or casting vote.
- 46.4. Minutes of all sub-committee meetings must be submitted to and formally approved by the Executive Committee as soon as is practicable.

### **PART 4 - ADMINISTRATIVE ARRANGEMENTS**

#### **47. Execution of Documents**

- 47.1. The Association shall not require a seal but if it is deemed necessary by the Executive Committee to execute any document by seal the Executive Committee shall provide for the safe custody of such seal which shall only be used by the authority of the Executive Committee and every instrument to which the seal shall be affixed shall be signed by an Officer and shall be countersigned by the Secretary.
- 47.2. Any instrument to be executed as a Deed by the Association shall be signed by an Officer and one other member of the Executive Committee.

#### **48. Accounts**

- 48.1. The Executive Committee shall cause accounting records overseen by the Treasurer to be kept in accordance with the Companies Acts.
- 48.2. The accounting records shall be kept at the registered office of the Association or subject to the provisions of the Companies Acts at such other place or places as the Executive Committee thinks fit and shall always be open to the inspection of the Officers of the Association.

- 48.3. Except as provided by law no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.
- 48.4. The Executive Committee shall from time to time in accordance with the Companies Acts cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are required by the Companies Acts.
- 48.5. A copy of such accounts and reports (including every document required by law to be annexed to it) which is to be laid before the Association in General Meeting together with a copy of the auditor's report and the Executive Committee's report shall as soon as practicable before the date of the meeting be sent to every Member provided that this Article shall not require a copy of those documents to be sent to any person whose address the Association is not aware.

#### **49. Audit**

Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **50. Rules or Bye Laws**

- 50.1. The Executive Committee may from time to time make such rules or bye laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Association and for the purposes of conditions of membership of the Association provided that they do not conflict with any decisions of the Association in General Meeting and in particular but without prejudice to the generality of the foregoing it may by such rules or bye laws regulate:
  - 50.1.1. the admission and co-option of members of the Executive Committee or any sub-committee and the rights and privileges of members of the Executive Committee and the conditions of Membership and the terms on which Members may resign or have their Membership terminated entrance fees (if any) subscription and other fees or payments to be made by Members;
  - 50.1.2. the conduct of members of the Executive Committee or any sub-committee in relation to one another and to the Association's employees, servants or agents;
  - 50.1.3. the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
  - 50.1.4. the procedure at General Meetings, Annual General Meetings and meetings of the Executive Committee and sub-committees in so far as such procedure is not regulated by these Articles;
  - 50.1.5. the secret ballot procedure for the appointment of members of the Executive Committee; and
  - 50.1.6. generally all such matters as are commonly the subject matter of rules of bodies similar to that of the Association.

- 50.2. The Association in General Meeting or Annual General Meeting shall have power to alter or repeal the rules or bye laws and to make additions to them and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of Members all such rules or bye laws which so long as they shall be in force shall be binding on all Members provided nevertheless that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles of Association or the Association.

**51. Amendment of Articles of Association**

No amendment of these Articles shall take effect unless passed by a special resolution of the Association.

**52. Indemnity**

In the execution of his or her duties and the exercise of his or her rights in relation to the affairs of the Association (and without prejudice to any indemnity to which he or she may otherwise be entitled) every member of the Executive Committee shall be entitled to be indemnified out of the assets of the Association against any costs, losses, claims, actions or other liability suffered or incurred by him or her and arising by reason of any improper investment made by or for the Association in good faith (so long as he or she shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him or her in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or her or by reason of any other matter or thing other than deliberate fraud wrongdoing or wrongful omission on the part of the Member of the Executive Committee who is sought to be made liable.

**53. Notices**

- 53.1. Any notice to be given to or by any person pursuant to these Articles shall be in writing.
- 53.2. The Association may give any notice or document to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at the Member's registered address or by leaving it at that address or by fax to a fax number notified by the Member in writing or by electronic mail to an address notified by the Member in writing or included on a website the address of which shall be notified to the Member in writing. A Member whose registered address is not within the British Islands or the Republic of Ireland and who gives to the Association an address within the British Islands or the Republic of Ireland at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the Association.
- 53.3. A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.
- 53.4. Proof that an envelope containing a notice or document was properly addressed prepaid and posted shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted. If a notice is sent by fax or electronic mail it is treated as being delivered at the time it was sent. If a notice is included on a website it is treated as being delivered when the material was first available on the website or, if later, when the recipient

received (or is deemed to have received) notice of the fact that the material was available on the website.

- 53.5. Every Member shall from time to time notify the Secretary of a place of business or residence and such place shall for the purposes of the Act be deemed to be the Member's address.