

THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE NOTTINGHAMSHIRE LAW SOCIETY

(adopted by Resolution passed on 14 May 2024 at the Annual General Meeting)

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PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

1. In these Articles, unless inconsistent therewith because of the particular context:-

“Articles” means these Articles of Association of the Society;

“Barrister” means a member of the Bar of England & Wales who is registered with the Bar Council as a Barrister;

“Council” means the Members for the time being of the Council of the Society as constituted under these Articles;

“Document” includes, unless otherwise specified, any Document sent or supplied in Electronic Form;

“Electronic Form” has the meaning given in section 1168 of the Companies Act 2006;

“Eligible Person” means a person that is entitled to be a Member of the Society;

“Executive Committee” means the Executive Committee of Nottinghamshire Law Society and shall comprise the Officers of the Society;

“Independent Members” means a member of the Society elected onto Council and who does not hold one of the roles identified at paragraph 64(a) to (m) of these Articles;

“Legal Academic” means any person employed in an academic capacity in the delivery of teaching law at a university in Nottinghamshire, including non-practising solicitors and barristers;

“Member” means a Member of the Society;

“Nottinghamshire” shall mean the area within the county boundary of Nottinghamshire, as fixed from time to time, and in addition, any place which bears a post code with the prefix “NG”;

“Notice” means a written notice given in accordance with the Articles;

“Officers of The Society” are the President, Vice President, Deputy Vice President, Immediate Past President, Secretary, Treasurer of Nottinghamshire Law Society as appointed under these Articles;

“President” means the President of Nottinghamshire Law Society as appointed under the Articles;

“Proxy Notice” has the meaning attributed to it by paragraph 57 of these Articles;

“Pupil” means a Pupil Barrister actively engaged as such by a Chambers;

“Register” means the Register of Members to be kept by the Society pursuant to the Statutes;

“Secretary” means the Secretary of Nottinghamshire Law Society as appointed under the Articles;

“Society” means Nottinghamshire Law Society;

“Solicitor” means a Solicitor registered on the Roll of the Law Society of England & Wales;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Statutes” means the Companies Act 2006 and any other of the Companies Acts in force and any statutory replacement thereof and the Company Directors’ Disqualification Act 1986 and the Insolvency Act 1986 and any amendments thereto or replacements thereof;

“Trainee” means a trainee Solicitor actively engaged as such by a firm of Solicitors;

“Writing” means 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.

2. These Articles are gender neutral. Words of masculine gender include the feminine and vice versa.
3. Unless the context requires, words or expressions in these Articles bear the same meaning as if the Companies Act 2006 as was in force on the date when these Articles become binding on the company.
4. The Articles of Association contained in the Companies (Model Articles) Regulations 2008 shall not apply to the Society.
5. The Registered Office of the Society shall be 11 Clarendon Street, Nottingham, NG1 5HR or such other office within the County of Nottinghamshire as the Council may from time to time determine.
6. The Society is established to further the following objectives:-
 - (1) To support and promote the legal profession in Nottinghamshire, and in particular of Solicitors practising in the county.
 - (2) To promote best practice by the legal profession.
 - (3) To consider all matters affecting the regulation of the profession of Solicitor (whether locally or nationally).
 - (4) To campaign, petition or lobby the government or relevant organisations on behalf of its members and to respond to consultations affecting its Members.
 - (5) To provide opportunities for continuing professional development to Members of the Society.
 - (6) To organise and host social and other events for the benefit of its Members.
 - (7) To promote positive professional relationships and wellbeing amongst its Members.
 - (8) To promote equity, diversity and inclusion amongst its Members.
 - (9) To support and help to develop junior lawyers in the county of Nottinghamshire.
 - (10) To work with The Law Society, other local law societies, the Nottinghamshire Junior Lawyers Division and/or other associations of lawyers, to further these objectives.
 - (11) To foster relationships with other local professional bodies or associations.

- (12) To continue and maintain the Society's twinning relationship with the Bars of Karlsruhe and Ghent and foster any other international relations with lawyers and attorneys in other jurisdictions as appropriate.
 - (13) To do all such other things as may be incidental or conducive to the attainment of the above objectives.
7. The income and property of the Society, however derived, shall be applied solely towards the promotion of the objectives of the Society. Nothing shall be paid, directly or indirectly, to any person save for the following:
- (a) salary and reasonable expenses to any employee of the Society;
 - (b) reasonable expenses of the President, or their nominated representative, in the discharge of their duties when representing the Society outside of the County of Nottinghamshire; or
 - (c) to any person in return for goods or services provided to the Society.
8. The liability of each Member of the Society is limited to £1.00. Every Member promises, if the Society is dissolved whilst they are a Member, or within 12 months after they cease to be a Member, to contribute a sum not exceeding £1.00 as may be demanded of them towards the payment of the debts and liabilities of the Society incurred before they ceased to be a Member, and for the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.

PART 2 MEMBERS

Eligibility

9. The following persons shall be eligible for membership of the Society, namely:-
- (1) Any Solicitor practising in Nottinghamshire;
 - (2) Any Barrister practising from Chambers in Nottinghamshire;
 - (3) Any Solicitor who has retired from practice but who, when practicing, had done so in Nottinghamshire;
 - (4) Any Barrister who has retired from practice but who, when practicing, had done so from Chambers in Nottinghamshire;
 - (5) Any Solicitor or Barrister holding a legal appointment in Nottinghamshire;
 - (6) Any Legal Academic involved in the delivery of teaching law at a university in Nottinghamshire;
 - (7) Any other Solicitor or Barrister whose membership is approved by the Council.

The Council may determine other categories of membership, as they see fit. However, only Eligible Persons, as set out above, will be entitled to vote at meetings of the Society or of the Council or any committee of the Council.

Honorary Members

10. The Council may additionally elect persons including Members who have distinguished legal or other attainments or qualifications to be Honorary Members of the Society and may elect such persons either for life or for any lesser period as the Council may determine.
11. Honorary Members shall not sign an application for membership of the Society and shall not be liable to pay a fee for membership of The Society.
12. Honorary Members shall not have any vote at meetings of the Society or of the Council or of any committee of the Council.
13. The Council shall from time to time define the privileges which distinguished Honorary Members shall be entitled to enjoy.

Past Presidents

14. Any President of the Society shall, upon conclusion of their term of office, become a life member of the Society and will thereafter, automatically and without further payment, continue as a member of the Society unless Council should direct otherwise.

Membership

15. Any Eligible Person may apply to become a Member of the Society.
16. An Eligible Person who wishes to become a Member shall apply in such form as the Council may from time to time prescribe.

17. Any Eligible Person may, in the alternative, become a Member of the Society upon application by their firm, Chambers, university or appropriate other organisation upon payment of a subscription by that organisation on such terms as Council may from time to time prescribe by way of corporate membership of the Society.
18. When membership is obtained by way of corporate membership, only Eligible Persons employed by the firm, Chambers, university or organisation will be a Member of the Society. All other persons employed by the organisation will be entitled to such privileges as may be determined by the Council from time to time.
19. Membership of the Society shall commence upon payment of the appropriate subscription.
20. All Eligible Persons complying with the conditions of membership imposed by these Articles shall be elected as Members of the Society and shall be entered on the Council's database as such.
21. Any Member of the Society may object to the admission to Society membership of any Eligible Person on grounds which shall be set out in Writing and submitted to Council for determination. Upon receipt of any such objection in Writing and on condition that, in the opinion of the President, the grounds submitted are not fanciful or vexatious, the Secretary shall call for a ballot, such ballot to take place at the next Council Meeting for which purpose every Council member shall, no less than 7 days prior to the meeting, be provided with the following documents:
 - (i) a written application for membership;
 - (ii) a written proposal for admission to membership of the said Eligible Person by another Member; and
 - (iii) the written grounds of objection.
22. In determining the objection Council may invite such persons as it considers reasonable to attend the next Council meeting. In the event of a ballot being held, which shall take place by way of secret ballot, the Eligible Person will require a bare majority of Council Members present to be admitted as a Member.
23. The rights and privileges of every Member shall be personal to them and shall not be transferable or transmissible by their own act, or by operation of law.
24. Any Member who shall breach any rule or regulation of the Society or has been found guilty of any act, practice or conduct that can be reasonably determined to bring discredit on the profession of Solicitors or, as the case may be, Barristers, may be excluded from the Society by a Resolution of the Council passed by a bare majority of the Members of the Council present and voting at a Council Meeting. The Member whose conduct is in question shall be given 7 clear days' notice to attend the Council Meeting and shall be entitled to be heard or may nominate a deputy to put forward representations. If the Council resolve to exclude the Member, Notice in Writing shall be sent to them to that effect and the Member may within 7 days next after the receipt of such Notice, give Notice in Writing to the Secretary of their intention to appeal from a decision of the Council to an Extraordinary Meeting of the Society which shall be

convened by the Secretary and which meeting shall have power by a Resolution passed by a bare majority of those voting thereon, to confirm, rescind, or vary the Council's Resolution.

25. The Notice convening the Special Council Meeting shall state that it is convened "to consider the conduct of a Member" or to that effect. The Notice convening the Extraordinary Meeting of the Society shall state that it is convened to consider an appeal of a Member from exclusion from the Society or to that effect.
26. Any Member may resign their membership by giving no less than one calendar month's Notice in Writing to the Secretary of their intention to do so, such Notice to expire before the 31st March in any year.

Subscriptions

27. Every Eligible Person wishing to be a Member, and not being an Honorary Member or Past President, shall pay to the Society either themselves or by firm, Chambers, university or organisation in the case of Corporate Membership, such subscriptions as may from time to time be determined by the Council.
28. Subject to the prior approval of the Society in a General Meeting, the Council may from time to time raise levies on the Members or any categories of them, in such amount or amounts as may from time to time be so approved.
29. If any Member neglects to pay any subscription or levy for one month after the date upon which the same shall have become due in accordance with the determination of the Council, Notice requesting payment shall be sent to them, and after the expiration of 28 days of the sending of such Notice, all their privileges shall be suspended if and so long as the Member shall continue in arrears.
30. Any Member who is in arrears in payment of any subscription or levy for 6 months from the date upon which the same became due (whether or not any such reminder Notice as aforesaid shall have been sent to them), shall at the expiration of those 6 months, cease to be a Member, but may be reinstated as a Member if sufficient reason for their default be given to the satisfaction of the Council.
31. The Council may in their absolute discretion fix reduced scales of subscriptions and levies in any particular case or category or waive the payment of a subscription or levy for any Member, Members or categories of Members.
32. Except as to new Members whose subscriptions for the first year shall become due pro rata for the first year of membership on the day of their election, all annual subscriptions shall fall due on the first day of April in each year and be payable in advance.

PART 3 GENERAL MEETINGS

General Meetings of The Society

33. A General Meeting of the Members shall be held once in every calendar year.
34. A General Meeting shall not be held more than 15 months after the preceding General Meeting but otherwise shall be held at such time and at such place as the Council shall determine.
35. General Meetings shall be either Annual General Meetings (herein called an “Annual Meeting”) or Extraordinary General Meetings (hereinafter called an “Extraordinary Meeting”).
36. An Annual Meeting shall be called upon 28 days Notice in Writing.
37. An Extraordinary Meeting shall be called upon 14 days Notice in Writing.
38. The calculation of time for a Notice of a General Meeting shall be exclusive of the day on which it is served, and of the day for which it is given.
39. Notice of a General Meeting shall specify the place, day and hour of the meeting, the nature of the business to be transacted and shall be given in the form set out herein to such persons as are under the Articles, entitled to receive Notices from The Society. An accidental omission to give Notice of a General Meeting, or the non-receipt of any such Notice by a Member shall not invalidate the proceedings at any such General Meeting.
40. The business of an Annual Meeting shall be:
 - (a) To receive and, if appropriate, to approve the income and expenditure account and balance sheet and the accountant’s and Council’s reports thereon.
 - (b) To consider and if appropriate, to adopt, wholly or in part, or in any modified form, the President’s report of the proceedings of the Council since the last preceding Annual Meeting.
 - (c) To elect members of the Council for the following year in place of those retiring, and for the purpose of filling existing vacancies.
 - (d) To approve the appointment of the accountants for the following year.
 - (e) To elect those members of Council whose seats require election by the provisions of these Articles.
 - (f) To transact any other business of which due Notice shall have been given.
41. An Extraordinary Meeting of the Society may be convened by Council of its own volition or as required under these Articles.

42. An Extraordinary Meeting shall be convened by Council on receipt by the Secretary of a requisition signed by 20 Members requesting an Extraordinary Meeting to be convened and stating generally the purpose of such meeting.
43. If no Extraordinary Meeting is convened in accordance with these Articles within 14 days after delivery of a requisition, the Members signing the requisition may themselves convene the same.

Proceedings at General Meetings

44. 20 Members shall comprise a quorum for a General Meeting and no business shall be transacted at any such General Meeting unless a quorum be present at the commencement of the meeting and at the time of voting on an item of business.
45. Council may direct that a General Meeting shall take place, in whole or in part, in person and/or by way of a video streaming platform or other technology permitting virtual attendance by Members of the Society.
46. A person shall be considered present at a General Meeting if they are physically present at the Meeting or if they attend by means of a video streaming platform or other technology permitting virtual attendance.
47. The President (or if absent, the Vice President, or if also absent, the Deputy Vice President) shall preside as Chair at every General Meeting.
48. If no such officer is present 15 minutes after the time appointed for holding such General Meeting, the Members present shall choose one of their number to be Chair, by show of hands.
49. If, within 15 minutes from the time appointed for an Extraordinary Meeting convened on a requisition, a quorum is not present, the Extraordinary Meeting shall be dissolved, and the requisition discharged.
50. The Chair of any General Meeting may adjourn the same but no business shall be transacted at any reconvened General Meeting other than the business left unfinished at the adjourned General Meeting.
51. Voting at a General Meeting shall be by show of hands unless a secret ballot is determined to be reasonable for the nature of the business to be transacted by the Chair or is required under these Articles.
52. Each Member present at a General Meeting shall have one vote on each item of business.
53. In the event that the votes at a General Meeting on any resolution shall be equal, the Chair shall have an additional or casting vote in addition to any vote to which they may be entitled as a Member.

54. A declaration by the Chair that a Resolution has been carried, or lost is to be recorded in the Minutes of the General Meeting, shall be conclusive evidence of the vote on that Resolution.

Proxy Notices

55. Any Member wishing to vote at a General Meeting but who is unable to attend may nominate another Member as a proxy to vote on their behalf.
56. A Member nominating a proxy shall not be counted as present for the purpose of calculating a quorum.
57. Proxies may only validly be appointed by a Notice in Writing (a “Proxy Notice”) which:
- (a) states the name and business address of the Member appointing the proxy;
 - (b) identifies the Member appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;
 - (c) states the business upon which the proxy is appointed to vote;
 - (d) is signed by or on behalf of the Member appointing the proxy;
 - (e) is delivered to the Secretary in writing at least two working days prior to the General Meeting;
 - (f) Unless a Proxy Notice indicates otherwise, it will be treated as:-
 - (i) allowing the Member appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting, and
 - (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.
58. A Member remains entitled to speak and vote at a General Meeting notwithstanding the delivery of a valid Proxy Notice. Attendance by the Member at the General Meeting revokes the Proxy Notice.
59. An appointment under a Proxy Notice may be revoked by writing to the Secretary by or on behalf of the Member by whom or on whose behalf the proxy notice was given, provided such notice of revocation is given at or before the start of the General Meeting to which it relates.

Notices

60. Notice of any General Meeting shall be given to each Member.
61. Notice may be given by the Society to any Member by any of the following methods:
- (i) by handing it to them personally,
 - (ii) by first-class post to the Member’s address registered in the Society’s records;
or
 - (iii) by despatching an electronic communication to the Member’s email address registered in the Society’s records.

PART 4 GOVERNANCE

The Council of the Society

62. Governance of and management of the affairs of the Society rests with the Council.
63. The Council of the Society shall comprise the following:
 - a. The President;
 - b. The Vice President;
 - c. The Deputy Vice President;
 - d. The immediate Past President;
 - e. The Secretary;
 - f. The Treasurer;
 - g. The Law Society Council member elected to represent a constituency which includes the county of Nottinghamshire or any part thereof;
 - h. The Constituency Members;
 - i. The Chair of any sub-committee constituted by Council under these Articles;
 - j. The Barrister Members;
 - k. The Legal Academic Members;
 - l. The Chair and a further representative from the committee of the Nottinghamshire Junior Lawyers Division;
 - m. The Independent Members.
64. Unless otherwise approved by Council, no person shall be a member of Council if they are not a Member of the Society.
65. Save in the case of a casting vote to be exercised by the President or an acting President, every member of Council may vote on Council business and shall cast one vote in each case.
66. The Council shall meet not less than 4 times in any calendar year.
67. Should any member of Council be absent for more than 50% of meetings within a 12 month period, or be absent from three consecutive meetings, the other members of Council acting reasonably may vote to remove that member from Council and, following such removal, steps shall be taken to replace such member of Council.

Executive Committee

68. The Council may act in relation to its day-to-day business by means of its Executive Committee.
69. The Executive Committee shall comprise:
 - a. The President;
 - b. The Vice President;
 - c. The Deputy Vice President;
 - d. The immediate Past President;
 - e. The Secretary;
 - f. The Treasurer.

70. Subject to paragraph 72, the purpose of the Executive Committee is to do such acts and such things in the name of the Society as may be reasonably necessary for the expedient running of the Society.
71. The Head of Operations shall attend meetings of the Executive Committee when invited to do so.
72. The Executive Committee shall at all times be accountable to Council. In the exercise of its powers the Executive Committee may not transact any business capable of binding the Society without approval by Council.
73. The Executive Committee shall meet with such regularity it may reasonably consider necessary for the purpose of managing the Society's day to day functions.
74. The Executive Committee shall, via the President or, if the President is absent, the Vice President, report to Council at each meeting of Council and, in any event, at the first meeting of Council following any Executive Committee meeting.

The Head of Operations

75. The Council shall appoint a Head of Operations, for the purpose of daily administration and running of the Society, who shall report to the Executive Committee and to Council and shall act in accordance with their direction.
76. The Council shall determine the nature and extent of the Head of Operations duties and responsibilities from time to time in its absolute discretion.
77. The Head of Operations shall be paid a salary fixed by the Council on the recommendation and advice of the Executive Committee.
78. The Head of Operations need not be a Member of the Society.
79. The Head of Operations shall attend Council meetings on the invitation of Council.
80. The Head of Operations does not have the right to vote at Council meetings or Executive Committee meetings unless a Member of the Society, but in any event shall not attend a meeting or vote on a matter which, in the determination of the President, may reasonably give rise to a conflict of interest.

Constituency Members

81. Four seats on the Council shall be provided to Members who represent the constituencies identified at paragraph 82 below.
82. The constituency seats are:
 - (i) A solicitor engaged in private practice who has their principal office of practice within the areas administered by Newark and Sherwood District Council or Bassetlaw District Council;

- (ii) A solicitor engaged in private practice who has their principal office of practice in the areas administered by Mansfield District Council or Ashfield District Council;
 - (iii) A solicitor engaged in private practice who has their principal office of practice in the area of Broxtowe, Rushcliffe, Gedling District Councils or within the city of Nottingham;
 - (iv) A solicitor who is not in private practice.
83. The Constituency Members shall be elected in accordance with paragraphs 104 to 112 of these Articles.

Sub-Committees

84. The Council may, from time to time, direct that a committee be formed to assist in the furtherance of the objectives of these Articles.
85. Each sub-Committee formed under paragraph 84 above shall be represented by one of its number who shall be a member of Council and who shall have the right to attend and vote at Council meetings.

Barrister members

86. There shall be three members of Council who are Barristers and Members of the Society, of whom:
- (i) One shall primarily practice at the Criminal Bar;
 - (ii) One shall primarily practice at the Family Bar;
 - (iii) One shall primarily practice at the Civil Bar.
87. The Barrister members shall be subject to election by the Society's membership in accordance with paragraphs 104 to 112 of these Articles.

Legal Academic members

88. There shall be up to three Legal Academic members of Council.
89. The Legal Academic members shall be appointed by Council to represent each of the Universities that have a campus in Nottinghamshire.

Independent Members

92. There shall be six Independent Members of Council.
93. The Independent Members shall be subject to election by the Society's membership in accordance with paragraphs 104 to 112 of these Articles.

Election and Appointment of Officers and Members of Council

94. At the last meeting of Council before giving Notice of an Annual General Meeting, the Council shall appoint from amongst the Members, its Officers, namely:
- (i) An immediate Past President;
 - (ii) A President;
 - (iii) A Vice President;
 - (iv) A Secretary;
 - (v) A Treasurer.
95. Each Officer shall serve a term of one year.
96. For the purposes of paragraph 94 and unless Council otherwise decides, the outgoing President will become immediate Past President; the outgoing Vice President will be appointed President and the outgoing Deputy Vice President will be appointed Vice President.
97. The Officers of the Society when so appointed shall take up office at the conclusion of the Annual General Meeting next following their appointment and shall hold their offices until the conclusion of the Annual General Meeting the following year.
98. An Officer of the Society shall be an ex-officio member of the Council and accordingly shall not be subject to re-election to the Council while holding office.

Deputy Vice President

99. The position of Deputy Vice President shall be subject to election by the Society's membership at the Annual General Meeting, in accordance with paragraphs 100 to 102 and paragraphs 110 to 112 of these Articles and shall serve a term of one year.
100. Council will prescribe the form in which a nomination for the position of Deputy Vice President shall be received and accepted by the Society but shall require no less than two Members of the Society to nominate and second a candidate.
101. Twelve weeks before the expiry of the term of office of the Deputy Vice President, or immediately upon resignation, death or other vacation of their position, the Society shall advertise the vacancy to the Members of the Society and shall invite nominations for candidates for the position to be submitted to the Secretary in appropriate form and by a specified date which shall not be less than 14 days following publication of the advertisement.
102. Upon receipt of a valid nomination for the position of Deputy Vice President, Council shall consider the nomination and determine whether there is a proper reason why the candidate should not be put to the membership for election at the Annual Meeting. In the absence of such reason, Council shall ratify the candidate or candidates who shall be put forward for election at the Annual Meeting in accordance with paragraphs 110 to 112 of these Articles.

103. If any nomination is not ratified by Council, then the reasons will be given to the nominee.

Elected Members

104. The Constituency, Barrister and Independent Members comprise the elected membership of Council (“the Elected Members”).
105. Save for resignation, death, or other vacation of their position prior to the expiry of their term of office, each of the Elected Members shall serve a term of three years and elections shall take place as follows:
- (i) The Constituency Members, upon expiry of their terms;
 - (ii) The Barrister Members, one per year, upon expiry of their terms;
 - (iii) The Independent Members, two per year, upon expiry of their terms.
106. Council will prescribe the form in which a nomination for the position of an Elected Member shall be received and accepted by the Society.
107. Twelve weeks prior to the Annual Meeting, the Society shall advertise those positions which are, or will fall, vacant and arise for election and shall invite nominations for candidates to be submitted to the Secretary in appropriate form and by a specified date which shall not be less than 14 days following publication of the advertisement.
108. Upon receipt of a valid nomination for membership of Council, the nomination shall be considered and Council shall determine whether is a proper reason why the candidate should not be put to the membership for election at the Annual Meeting. In the absence of such reason, Council shall ratify the candidate who shall be put forward for election at the Annual Meeting in accordance with paragraphs 110 to 112 of these Articles.
109. If any nomination is not ratified by Council, then the reasons will be given to the nominee.

Elections

110. In the event of more than one nomination for the position of Deputy Vice President or for any other contested elected position on Council under paragraph 104, an election shall proceed by way of secret ballot at the Annual Meeting.
111. In any ballot the candidate receiving the most votes shall be elected.
112. In the event of more than one candidate having an equal number of votes cast, the President shall exercise a further casting vote to determine the winner of the election unless the President determines, in their absolute discretion, that the circumstances require that a further ballot should be held.

Powers

113. In furtherance and not in limitation of the general powers conferred by or implied, it is expressly declared that the Council shall be entrusted with, and exercise and perform,

such powers and duties as may be necessary to carry on its business as a local law society, including but not limited to:

- (a) Taking reasonable steps as it considers reasonable to promote and advance the objectives of the Society as set out in these Articles;
 - (b) Where appropriate grounds to do so are known to the Council, opposing the admission of any person as a Solicitor, or the renewal of the Certificate of any Solicitor, or to apply to have the name of any Solicitor struck-off the Roll for malpractice or other misconduct, or to prosecute, or aid in the prosecution of unauthorised practitioners;
 - (c) Where appropriate grounds to do so are known to the Council, opposing the Call to the Bar of any person, or the renewal of their Practising Certificate, or to apply to disbar or impose other sanction upon a Barrister for breach of the Code of Conduct of the Bar of England and Wales or other misconduct, or to prosecute, or aid in the prosecution of unauthorised practitioners;
 - (d) Deciding on such disputed points of ethics or practice and to arbitrate on such questions between Solicitors, Barristers or any other members as may be submitted to it, and to establish rules of practice where the same are considered reasonably to be required and are not provided for elsewhere;
 - (e) Using the funds of the Society for the purposes set out herein which may include, but is not limited to, the purchase any freehold or leasehold property for the use of the Society and to purchase any books or effects and from time to time to invest in any investments for the time being authorised with power to sell and vary such investments or any part thereof and to dispose of the said funds towards the promotion of the objects of the Society;
 - (f) Appointing, employing and, where necessary from time to time, removing such salaried or other staff as may, from time to time be considered necessary in any capacity upon such terms as to hours, responsibilities, duties and remuneration as the Council shall determine upon the recommendation and advice of the Executive Committee; and
 - (g) Exercising all such powers and effect all such acts and things as are or shall be by statute or these Articles directed or authorised to be done by the Society and not hereby expressly directed to be done by the Society in General Meeting, but subject nevertheless to any statutory provisions and these Articles and subject also to such (if any) regulations or stipulations as may from time to time be determined by any General Meeting of the Society.
114. The Council may borrow or raise from time to time for the purpose of the Society, or secure the payment of such sums as it thinks fit and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Society or by the issue of Debentures or otherwise as the Council may think fit. The sum so raised or outstanding as aforesaid shall not exceed in the aggregate at any one time the sum of £25,000 without the consent of the Society in General Meeting.

Accounts

115. The Council shall keep proper accounts of the money received and spent by the Society, the matters in respect of which such receipt and expenditure took place, of the assets, credits and liabilities of the Society and of all sales and purchases of goods and services by the Society.
116. Accountants shall be appointed, and their duties regulated in accordance with the Statutes.
117. The Council shall make a report to the Annual Meeting held each year, such report to include income and expenditure accounts, balance sheets and any further reports as are referred to in those sections.
118. A copy of every balance sheet (including every Document required by the Statutes to be annexed thereto) which is to be laid before the Society in the Annual Meeting together with a copy of the accountants report (if any) shall not less than 7 days before the date of the Annual Meeting, be sent to all persons entitled to receive Notice of General Meetings of the Society, provided that these Articles shall not require a copy of those Documents to be sent to any person of whose address the Society is not aware.

Minutes

119. Minutes of the proceedings of every Meeting of the Society and of every meeting of the Council shall be recorded in a Minute Book or Books to be kept for that purpose and such Minutes shall be signed by the Chair of that or of the next following Meeting or meeting of Council.
120. The Council shall have power to determine to what extent and under what conditions and at what time the Minute Books shall be open for the inspection of Members.

Alteration of Articles

121. The Society may from time to time by Special Resolution repeal or alter all or any of the regulations contained in these Articles and make new regulations in lieu thereof or in addition thereto and any such regulations and any such new regulations shall be subject to modification in like manner.

Indemnity

122. Subject to paragraph 123, but without prejudice to any indemnity to which a relevant Officer is otherwise entitled:
 - (a) each President shall be indemnified out of the Society's assets against any legal liabilities incurred by them when acting on the business of the Society;
 - (b) such liabilities shall include any liability incurred by them in defending civil or criminal proceedings in relation to the Society's affairs; and
 - (c) the Society may provide any relevant Officer with funds to meet costs incurred or to be incurred by them in connection with any such proceedings and

otherwise may take any action to enable any such relevant Officer to avoid incurring such expenditure.

123. This paragraph 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.

Insurance

124. The Society may purchase and maintain insurance at its expense, for the benefit of an Officer or Officers of the Society in respect of any loss incurred whilst undertaking their duties as Officer of the Society.