

**CONSTITUTION OF THE
CITY OF LONDON LAW SOCIETY**

**CONSTITUTION OF THE CITY OF LONDON LAW SOCIETY
(the ‘Constitution’)**

Adopted on the 28th November 2006

INTRODUCTION

Since its formation, the City of London Solicitors’ Company (“the Company”) has performed the role of the local law society for the City of London. In more recent years, the Company has used the name ‘The City of London Law Society’ when performing that role.

In the year 2006, the Court of the Company resolved that the functions of the local law society for the City of London should in future be performed by an unincorporated association named ‘The City of London Law Society’ (‘the Society’). In all other respects the Company would continue to carry on all its current activities and functions as a City livery company.

The Company and the Society record their understanding that the interests of their respective members will be best served by a continuing close relationship between them, with shared staff and facilities. They agree: -

- (a) that the Society will have responsibility for handling all professional issues, although this should not inhibit the Company from offering advice;
- (b) that the Company will have responsibility for charitable activities, although the Society will consider making an appropriate financial contribution towards them;
- (c) that the Company will be the organiser of social functions, normally on a self-financing basis with the exception of official guests and special occasions agreed between the Company and the Society.

1 NAME

The name of the unincorporated association is The City of London Law Society.

2 DEFINITIONS AND INTERPRETATION

2.1 In this Constitution, unless the context otherwise requires, words or expressions shall have the meaning ascribed to them below -

‘address’	in relation to electronic communications, includes any number or address used for the purposes of such communications;
‘Affiliate Member’	means a member as defined in clause 4.2.4;
‘Associate Member’	means a member as defined in clause 4.2.5;
‘Byelaws’	means all byelaws made by the CLLS Committee or the Society in accordance with clause 31;
‘City’	means: <ul style="list-style-type: none">(a) the City of London;(b) the area falling within a one mile radius from the Bank of England; and(c) any other area designated from time to time by the CLLS Committee, being an area near the City of London in which, in the opinion of the CLLS Committee, the professional activities of Solicitors are concerned, to a material extent, with the financial, commercial and professional activities carried on in the City of London.
‘clear days’	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘CLLS Committee’	means the City of London Law Society Committee;
‘communication’	means the same as in the Electronic Communications Act 2000;
‘Company’	means the City of London Solicitors’ Company;
‘Corporate Member’	means a member as defined in clause 4.2.2;
‘Corporate Office Solicitor’	means a Solicitor who works at the office of a Corporate Member in the City;
‘Court Members’	means those members of the Company who have been elected to the Court;

	elected to the Court;
‘Elected Committee Members’	means the elected members of the CLLS Committee;
‘electronic communication’	means the same as in the Electronic Communications Act 2000;
‘executed’	includes any mode of execution;
‘Ex-officio Committee Members’	means the unelected members of the CLLS Committee;
‘Founding Member’	means the City of London Solicitors’ Company;
‘Honorary Member’	means a member as defined in clause 4.2.6;
‘Individual Member’	means a member as defined in clause 4.2.3;
‘Member’	means any member of the Society of whatever category of membership;
‘Master’	means the Master of the Company from time to time;
‘Nominations Committee’	means the committee defined in clause 10;
‘Non-Voting Member’	means a member as defined in clause 4.4.2;
‘President’	means the President of the Society from time to time;
‘Office’	means the office of the Society;
‘Ordinary Business’	means the business described in clause 26.1;
‘Secretary’	means any person responsible for performing the duties of the secretary of the Society and the CLLS Committee;
‘Senior Warden’	means the Senior Warden of the Company from time to time;
‘Society’	means the unincorporated association named the City of London Law Society constituted by this Constitution;
‘Solicitor’	means a person qualified to act as a solicitor as defined in sections 1 and 1A of the Solicitors Act 1974 including any statutory modification or re-enactment thereof for the time being in force;

‘Special Business’	means any business which is not Ordinary Business as described in clause 26.1;
‘Special Resolution’	means a resolution which requires the approval of 75% of the votes cast, where appropriate by poll, at a general meeting;
‘Subscribing Member’	means a member who is defined by clause 4.2.7;
‘Trainee Solicitor’	means a person who has entered into a contract in writing under which he is employed as a trainee solicitor;
‘Transitional Provisions Resolution’	means a resolution of the Company for the purposes of effecting the transition to the Society from the Company of the functions of the local law society for the City of London;
‘Treasurer’	means the treasurer of the Society for the time being appointed by the CLLS Committee in accordance with clause 18;
‘the United Kingdom’	means Great Britain and Northern Ireland;
‘Voting Member’	means a Corporate Member, Individual Member or Subscribing Member.

2.2 Unless the context otherwise requires, words or expressions importing the masculine shall include the feminine and neuter and vice versa.

3 OBJECTS

The purposes of the Society (‘the Objects’) are:

- 3.1 to afford means of professional and social intercourse and mutual information between and otherwise to promote the interests of solicitors practising or who have practised in the City.
- 3.2 to assist the Law Society and other societies connected with the Solicitors’ profession, whether professional, benevolent, social or otherwise;
- 3.3 to promote honourable practice and to consider points of practice and questions of professional usage or courtesy in conducting legal business of all kinds;
- 3.4 to watch over measures affecting the legal profession or producing changes of law or practice with a view to safeguarding the interests of Solicitors practising in the City and of their clients;

- 3.5 to promote improvements in the status and relations of Solicitors in the City with other members of the legal profession and other bodies, particularly in the City.

MEMBERSHIP

4 Members

- 4.1 The membership of the Society shall be divided into the following classes namely:

- 4.1.1 The Founding Member;
- 4.1.2 Corporate Members;
- 4.1.3 Individual Members;
- 4.1.4 Affiliate Members;
- 4.1.5 Associate Members;
- 4.1.6 Honorary Members; and
- 4.1.7 Subscribing Members.

- 4.2 Eligibility for membership is as follows:

- 4.2.1 The Company shall be the Founding Member.
- 4.2.2 The following entities shall be eligible to be Corporate Members:
 - 4.2.2.1 any corporate body, partnership or organisation having an office located in the City whose primary function is the provision of the services of Solicitors.
- 4.2.3 The following persons shall be eligible to be Individual Members:
 - 4.2.3.1 any Solicitor practising in the City.
- 4.2.4 The following persons shall be eligible to be Affiliate Members, subject to any guidelines contained in the Byelaws:
 - 4.2.4.1 any barristers, advocates, notaries public or Solicitors admitted or called in the United Kingdom, other than Solicitors eligible to become Individual or Subscribing Members;
 - 4.2.4.2 any person who is fully qualified to practise law in a jurisdiction outside the United Kingdom, in accordance with the rules regulating the legal profession in that jurisdiction.

4.2.5 The following persons shall be eligible to be Associate Members:

4.2.5.1 any Trainee Solicitor who is practising in the City.

4.2.6 The following persons shall be eligible to be Honorary Members and may be admitted by the CLLS Committee to Honorary Membership for life or any lesser period:

4.2.6.1 persons (whether or not Solicitors) who have rendered distinguished service to the Society or to the Law, or who are able to assist the Society in promoting its Objects, or who are otherwise deserving of recognition by the Society on account of their distinction or eminence.

4.2.7 The following persons shall be eligible to be Subscribing Members:

4.2.7.1 any Solicitor or retired Solicitor who has practised in the City but no longer does so.

4.3 Upon ceasing to practise in the City, an Individual Member shall become a Subscribing Member unless he notifies the Society that he wishes to resign.

4.4 The Members shall have the following rights and characteristics:

4.4.1 The Corporate Members as represented by their official representative and the Individual and Subscribing Members shall be the only Members entitled to vote at general meetings of the Society.

4.4.2 The Founding Member, Honorary Members, Affiliate Members and Associate Members shall have the rights as set out in this Constitution or the Byelaws but not otherwise.

5 Admission to and termination of membership

5.1 The Company shall become the Founding Member immediately upon the adoption of this Constitution.

5.2 Persons may be admitted to each other category of membership upon application in such form and in such manner as the CLLS Committee may from time to time prescribe.

5.3 An application for membership may be approved or rejected by the CLLS Committee subject to any provision in the Byelaws.

5.4 The CLLS Committee shall have the right to terminate the membership of any Member who or which in the opinion of the CLLS Committee:

5.4.1 no longer satisfies the eligibility conditions of membership;

5.4.2 has failed to fulfil the requirements of proper professional and ethical standards in any material respect;

- 5.4.3 is engaged in activities which are detrimental or contrary to the Objects or interests of the Society;
 - 5.4.4 fails to comply with any requirement prescribed in the Byelaws where the penalty for non-compliance so prescribed includes removal from membership; or
 - 5.4.5 is no longer worthy of membership for any other good and sufficient reason.
- 5.5 The Member concerned shall have a right to make representations in accordance with the Byelaws to the CLLS Committee or to a committee thereof before a final decision is made under clause 5.4, provided that there shall be no such right where the Member's name has been struck off the roll of solicitors for a disciplinary offence or he has been suspended from practice or the Disciplinary Tribunal has made an order prohibiting the restoration of his name to the roll except by order of the Tribunal.

6 Subscriptions

- 6.1 Except as herein provided, each Member shall pay an annual subscription of such sum as the CLLS Committee may from time to time decide.
- 6.2 Different subscriptions may be set for the several categories of membership and within those categories different subscriptions may be set according to such criteria as the CLLS Committee may fix, full details of which shall be made available to Members.
- 6.3 Save as otherwise set out in the Byelaws, annual subscriptions shall be payable in respect of a subscription year as determined by the CLLS Committee.
- 6.4 No Member shall be entitled to any of the privileges of membership if his or its annual subscription is more than three months in arrears.

7 Resignation

A Member may resign from the Society by notice in writing to the Society at any time, and upon such notice taking effect shall cease to be such a Member but without abatement of subscription and without prejudice to the right of the CLLS Committee to recover any sums owing to the Society.

8 Lapse of Membership

A Member whose subscription has been in arrears for a period of more than six months shall, if the CLLS Committee so direct, cease to be a Member but without prejudice to the right of the CLLS Committee to recover any sums owing to the Society.

9 Grievances of Members or prospective Members

- 9.1 The CLLS Committee shall establish a Membership Committee.
- 9.2 The Membership Committee shall recommend for inclusion in the Byelaws procedures for dealing with grievances of Members or prospective Members.
- 9.3 For the purpose of this clause a grievance shall include:
 - 9.3.1 any complaint that involves a question of the interpretation of, or compliance with, the provisions of the Constitution or Byelaws; and
 - 9.3.2 any complaint against the Society, the CLLS Committee or any other committee established by the Society, or any officer or employee of the Society.

NOMINATIONS COMMITTEE

10 Nominations Committee role and composition

- 10.1 There shall be a standing committee called the Nominations Committee. The functions of the Nominations Committee shall be:
 - 10.1.1 to nominate candidates for the CLLS Committee as provided by this Constitution and the Byelaws;
 - 10.1.2 to take reasonable steps to ensure that the composition of the CLLS Committee is balanced and diverse having regard to such matters as:
 - 10.1.2.1 the size of the firm to which a candidate belongs and the nature of its practice;
 - 10.1.2.2 the length of post-qualification experience of the candidate and of existing CLLS Committee Members; and
 - 10.1.2.3 the desirability of ensuring that the CLLS Committee includes one or more Members who are not in private practice.
- 10.2 The Nominations Committee may establish sub-committees to assist it in the furtherance of its functions.

- 10.3 The Nominations Committee shall comprise:
 - 10.3.1 the Chairman of the CLLS Committee;
 - 10.3.2 the Master;
 - 10.3.3 the Senior Warden; and
 - 10.3.4 the persons appointed pursuant to clause 10.4.
- 10.4 The Nominations Committee shall appoint by a simple majority such additional persons as they think fit to be members of that committee including:
 - 10.4.1 a senior partner of a Corporate Member; and
 - 10.4.2 an Individual Member not being a Corporate Office Solicitor.
- 10.5 The person appointed pursuant to clause 10.4.1 shall act as chairman of the Nominations Committee.
- 10.6 The quorum for the transaction of the business of the Nominations Committee may be fixed by the Nominations Committee and unless so fixed at any other number shall be three.
- 10.7 Each member of the Nominations Committee shall have one vote.
- 10.8 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 10.9 The Nominations Committee shall meet at such times and places as it decides.
- 10.10 The Nominations Committee may adopt rules of procedure that are not inconsistent with the Constitution and may from time to time amend, alter, add to or rescind such rules in whole or in part.

MEMBERSHIP OF THE CLLS COMMITTEE

11 Composition of the CLLS Committee

- 11.1 There shall be a standing committee called the CLLS Committee.
- 11.2 The members of the CLLS Committee shall comprise:
 - 11.2.1 Elected Committee Members; and
 - 11.2.2 Ex-officio Committee Members.

12 Elected and Ex-officio Committee Members

- 12.1 The Elected Committee Members shall comprise up to 10 Solicitors who are Individual or Subscribing Members or Corporate Office Solicitors, elected in accordance with clause 13.
- 12.2 The Ex-officio Committee Members shall comprise:
 - 12.2.1 the President;
 - 12.2.2 up to 2 other Court Members appointed by the Company;
 - 12.2.3 the Law Society Council Members elected by the City constituency;
 - 12.2.4 the Treasurer if not already a Committee Member.
- 12.3 The CLLS Committee shall be entitled from time to time to co-opt not more than two Individual or Subscribing Members or Corporate Office Solicitors as additional members of the CLLS Committee. Any member so co-opted shall retire at the annual general meeting following co-option but shall be eligible for election or for re-co-option.
- 12.4 Any vacancy occurring among the Elected Committee Members may be filled by the CLLS Committee. Any member of the CLLS Committee so chosen shall hold office until the annual general meeting following his appointment but shall be eligible for re-election.

13 Election of Elected Committee Members

- 13.1 Elected Committee Members shall be elected by the Voting Members at the annual general meeting and shall consist of:
 - 13.1.1 up to eight Committee Members elected in accordance with clause 13.9.1 (“Category A Committee Members”) ; and
 - 13.1.2 up to two Committee Members elected in accordance with clause 13.9.2 (“Category B Committee Members”).
- 13.2 In each year, the Nominations Committee shall nominate such number of candidates as, if elected, would bring the total number of Category A Committee Members to eight. Any two Voting Members may nominate one or more candidates to stand in addition to any nominated by the Nominations Committee.
- 13.3 In each year when there is a vacancy in either of the two seats for Category B Committee Members, any two Voting Members may nominate one or more candidates for election. If insufficient candidates are nominated to fill any vacant seats, the Nominations Committee may nominate one or two additional candidates as appropriate.
- 13.4 The same candidate may not be nominated for election as both Category A and Category B Committee Members at the same Annual General Meeting.

- 13.5 Any candidate must be an Individual Member, a Subscribing Member or a Corporate Office Solicitor.
- 13.6 Any candidate nominated by Voting Members must be nominated in a nomination paper in a form approved by the CLLS Committee. The candidate's nomination shall be in writing and signed by two Voting Members of the Society and be accompanied by the written undertaking of the candidate to serve if elected. It shall be delivered to the Society not later than 35 working days before the annual general meeting in the year of the proposed election. The CLLS Committee shall have discretion to waive any of the requirements in this clause.
- 13.7 If the total number of candidates who have been nominated for election as either Category A or Category B Committee Members and have not since withdrawn exceeds the relevant number of vacancies, the CLLS Committee shall cause ballot papers to be sent to Voting Members at least 21 days before the date of the annual general meeting.
- 13.8 Completed ballot papers shall be returned so as to be received by the Secretary not later than two clear working days before the annual general meeting.
- 13.9 Each Voting Member shall have:
- 13.9.1 one vote for each £1 of his or its annual subscription to be used as a single block for the purpose of electing Category A Committee Members; and
- 13.9.2 one vote for the purpose of electing Category B Committee Members.
- 13.10 A ballot paper shall be deemed not to have been properly completed unless it has been duly signed by the Individual or Subscribing Member or the duly authorised representative of the Corporate Member and includes the Member's address and no more than the appropriate maximum number of votes has been cast.
- 13.11 Scrutineers shall be appointed by the Secretary to count the votes and they shall decide whether or not each ballot paper has been properly completed.
- 13.12 The successful candidates in the ballot shall be those holding the largest number of votes and their names shall be announced at the annual general meeting.
- 13.13 If the number of candidates nominated for election as either Category A or Category B Committee Members does not exceed the number of vacancies, the chairman of the annual general meeting shall declare the relevant candidates to be elected without a vote.

14 Terms of Office

Elected Committee Members shall serve for such term not exceeding three years as may be decided in each case upon their election or re-election and shall be eligible for re-election, provided that they shall not serve on the CLLS Committee for more than six consecutive years unless the Committee decide otherwise in their discretion.

15 Disqualification and removal of members of the CLLS Committee

- 15.1 The office of a member of the CLLS Committee shall be vacated if:
- 15.1.1 he becomes prohibited by law from being a member of the CLLS Committee; or
 - 15.1.2 he becomes bankrupt or makes any arrangement or composition with creditors generally; or
 - 15.1.3 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property or affairs; or
 - 15.1.4 he resigns office by notice to the Society; or
 - 15.1.5 for more than six consecutive months he has been absent without permission of the CLLS Committee from meetings of the CLLS Committee held during that period and the CLLS Committee resolve that his office be vacated; or
 - 15.1.6 his membership of the Society is terminated in accordance with clause 5.4.

16 President

- 16.1 The Master for the time being of the Company shall act as President of the Society.
- 16.2 The principal role of the President shall be ambassadorial in nature, working for the attainment of the Objects and the strengthening of links between the Society, the Company and the members of both bodies.

17 Secretary

The Clerk of the Company shall act as Secretary together with any joint secretary whom the CLLS Committee may appoint.

18 Treasurer

The CLLS Committee shall appoint an Individual or Subscribing Member or a Corporate Office Solicitor to act as the Treasurer of the Society.

POWERS AND PROCEEDINGS OF THE CLLS COMMITTEE

19 Powers of the CLLS Committee

- 19.1 Subject to the provisions of this Constitution, the business and property of the Society shall be managed by the CLLS Committee who may exercise all the powers of the Society including those listed in the Appendix, but always having regard to any agreed division of responsibilities between the Society and the Company. No alteration of the Constitution shall invalidate any prior act of the CLLS Committee which would have been valid if that alteration had not been made. A meeting of the CLLS Committee at which a quorum is present may exercise all powers exercisable by the CLLS Committee.
- 19.2 The CLLS Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

20 Proceedings of the CLLS Committee

- 20.1 Subject to the provisions of the Constitution, the CLLS Committee may regulate their proceedings as they think fit.
- 20.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 20.3 The quorum for the transaction of the business of the CLLS Committee may be fixed by the CLLS Committee and unless so fixed at any other number shall be five members who are entitled to vote. Except in an emergency at least two weeks' notice shall be given to the members of the CLLS Committee of any meeting of the CLLS Committee, specifying generally the nature of the business to be transacted.
- 20.4 The CLLS Committee shall meet at intervals prescribed in the Byelaws. The CLLS Committee may otherwise meet as and when the Chairman may consider necessary or desirable, or when three or more members of the CLLS Committee request a meeting.
- 20.5 The CLLS Committee or a member of the CLLS Committee may act notwithstanding any vacancies in their number, but, if the number of members of the CLLS Committee is less than the number fixed as the quorum, the CLLS Committee or a member of the CLLS Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.6 At its first meeting the CLLS Committee shall elect a Chairman from among their members and shall determine the period for which the Chairman is to hold office, although he shall always be eligible for re-election. If at any meeting the Chairman is not present, the CLLS Committee shall choose one of their number to be chairman of the meeting.

- 20.7 All acts done by a meeting of the CLLS Committee, or by a person acting as a member of the CLLS Committee, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the CLLS Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the CLLS Committee and had been entitled to vote.
- 20.8 A resolution in writing signed by all the members of the CLLS Committee entitled to vote at a meeting of the CLLS Committee shall be as valid and effectual as if it had been passed at a meeting of the CLLS Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the CLLS Committee.
- 20.9 If a question arises at a meeting of the CLLS Committee as to the right of a member of the CLLS Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the CLLS Committee other than himself shall be final and conclusive.
- 20.10 Any member of the CLLS Committee or member of a committee of the CLLS Committee may participate in a meeting of the CLLS Committee or such committee by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.

21 Committees

- 21.1 The CLLS Committee may delegate any of their powers to committees consisting of such Members or Corporate Office Solicitors as they think fit; any committee so formed shall conform to any regulations that may be imposed on it by the CLLS Committee and in particular (but without limitation) no such committee shall have authority to incur expenditure save in accordance with a budget previously agreed with the CLLS Committee.
- 21.2 The Chairman of the CLLS Committee shall be an ex-officio member of every committee appointed by the CLLS Committee.
- 21.3 The CLLS Committee may appoint a chairman of their committees; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 21.4 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

- 21.5 All acts and proceedings of committees shall be reported to the CLLS Committee fully and promptly.

22 Minutes

- 22.1 The CLLS Committee shall cause minutes to be made in books kept for the purpose:
- 22.1.1 of all appointments to the CLLS Committee; and
 - 22.1.2 of all proceedings at meetings of the Society and of the CLLS Committee, and of each committee, including the names of the persons present at each such meeting.

23 Payments and other benefits to CLLS Committee members and their interests

- 23.1 Notwithstanding any other provision of this Constitution, members of the CLLS Committee (the 'CLLS Committee Members') may, if so determined by the Committee, be remunerated by salary, pension, contributions or fees or receive other benefits in money or money's worth from the Society but only if:
- 23.1.1 the duties carried out or services provided by the remunerated CLLS Committee Members are actually required by the Society for the attainment of the Objects;
 - 23.1.2 the nature and level of the fees or remuneration paid to a CLLS Committee Member are reasonable in relation to the services he has provided and the resources of the Society; and
 - 23.1.3 the provisions of clause 23.2 of this Constitution are observed in relation to any discussions of the CLLS Committee concerning that CLLS Committee Member's interest, his remuneration or any variation of his remuneration.
- 23.2 Whenever a CLLS Committee Member has a personal interest directly or indirectly in a matter to be discussed at a meeting of the CLLS Committee or a committee of the CLLS Committee, the member concerned shall:
- 23.2.1 declare an interest at or before discussion begins on the matter; and
 - 23.2.2 withdraw from the meeting for that item unless expressly invited to remain in order to give information; and
 - 23.2.3 not be counted in the quorum for the part of the meeting devoted to that item; and
 - 23.2.4 withdraw during the vote and have no vote on the matter;
- 23.3 Clauses 23.2.2 to 23.2.4 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised by either paragraph 35 or 36 in the Appendix.

- 23.4 Notwithstanding any other provision of this Constitution, any firm, company or organisation which possesses specialist skills or knowledge required by the Society for its proper administration may, if so agreed by the CLLS Committee, charge and be paid reasonable charges for work of that nature done by it notwithstanding that a member of the CLLS Committee is a director or other senior officer or member or employee of that firm, company or organisation.

GENERAL MEETINGS

24 General meetings

- 24.1 The Society shall each calendar year hold a general meeting as its annual general meeting ('AGM') in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM of the Society and that of the next. The AGM shall be held at such time and place as the CLLS Committee shall appoint. All general meetings other than AGMs shall be called Extraordinary General Meetings ('EGM').
- 24.2 The CLLS Committee may, whenever they think fit, convene an EGM.
- 24.3 The CLLS Committee shall call an EGM if requested to do so in writing by Voting Members together entitled to at least one tenth of the votes which could be cast in a poll in accordance with clause 27.4. The request shall state the nature of the business that is to be discussed. If the CLLS Committee fail to hold the meeting within twenty-eight days of the request, those members may proceed to call an EGM but in doing so they shall comply with the provisions of this Constitution.

25 Notice of general meetings

- 25.1 An AGM or EGM shall be called by at least twenty-one clear days' notice in writing given to all Voting Members. The Society shall also publish the notice of an AGM or EGM on its website at least twenty-one clear days before the date of the meeting.
- 25.2 The notice shall specify the place, the day and the hour of the meeting and, in case of Special Business, the general nature of that business.
- 25.3 The notice shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by the Society in general meeting.
- 25.4 The notice shall be given to such persons as are entitled to receive such notices, provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is so agreed by the President and the Chairman of the CLLS Committee.

- 25.5 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.

26 Proceedings at general meetings

- 26.1 The Ordinary Business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, the reports of the CLLS Committee, the election of Elected Committee Members and the appointment of auditors.
- 26.2 No business shall be transacted at any general meeting unless a quorum is present . Ten persons shall be a quorum, each being a Voting Member or a proxy for a Voting Member or the duly authorised representative of a Corporate Member. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the CLLS Committee may determine.
- 26.3 The Chairman of the CLLS Committee shall chair every general meeting of the Society. In the absence of the Chairman, the members of the CLLS Committee present shall choose one of their number to chair the meeting.
- 26.4 If at any meeting no member of the CLLS Committee is willing to act as chairman or if no member of the CLLS Committee is present within ten minutes after the time appointed for the holding of the meeting, the Voting Members present shall choose one of their number to chair the meeting.
- 26.5 The chairman 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 26.6 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 26.7 Notwithstanding the demand for a poll, no poll shall be taken unless it is:
- 26.7.1 supported by a majority on a show of hands in accordance with clause 27.3; or
 - 26.7.2 supported by Voting Members entitled to at least 5% of the votes which could be cast in the poll in accordance with clause 27.4; or

26.7.3 directed by the chairman.

- 26.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 26.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26.10 Subject to clause 34, all resolutions shall be decided by simple majority and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 26.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 26.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

27 Votes of Members

- 27.1 Votes may be given at any general meeting by:
- 27.1.1 an Individual Member or a Subscribing Member acting in person or by proxy; or
- 27.1.2 a duly authorised representative of a Corporate Member acting in person.
- 27.2 For the purposes of clause 27.1.2:
- 27.2.1 a Corporate Member may authorise such of its Corporate Office Solicitors as it thinks fit to act as its duly authorised representative at any meeting of the Society;
- 27.2.2 a person so authorised shall be entitled to exercise the same powers on behalf of the Corporate Member which that person represents as that Corporate Member could exercise if it were an Individual Member;

- 27.2.3 satisfactory evidence of the authority of the person claiming to exercise the right to vote as a duly authorised representative shall be presented to the Secretary or chairman prior to the commencement of the meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 27.3 On a show of hands every Individual Member and Subscribing Member who is present in person, and every Corporate Member which is present by a duly authorised representative, shall have one vote.
- 27.4 On a poll each Voting Member shall have one vote for each £1 of that Member's annual subscription for the calendar year in which the meeting is held.
- 27.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 27.6 No person shall be appointed a proxy who is not an Individual or Subscribing Member or a Corporate Office Solicitor.
- 27.7 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the CLLS Committee may approve):

'THE CITY OF LONDON LAW SOCIETY
(the 'Society')

I, [] of [],
being a member of the Society, hereby appoint
[] of [] or failing
him/her, [] of [],
as my
proxy to vote in my name and on my behalf at the
annual/extraordinary general meeting of the Society to be held
on [] 20[], and at any adjournment thereof.

Signed on _____ 20[]'

27.8 Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the CLLS Committee may approve):

'THE CITY OF LONDON LAW SOCIETY'
(the 'Society')

I, [] of [],
being a member of the Society, hereby appoint
[] of [] or failing
him/her, [] of [],
as my
proxy to vote in my name and on my behalf at the
annual/extraordinary general meeting of the Society to be held
on [] 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against
Resolution No 2 *for *against.
*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed on 20[]'

27.9 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the CLLS Committee may:

27.9.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

27.9.2 in the case of an appointment contained in an electronic communication, be received at an address within the United Kingdom specified in the notice convening the meeting or in any instrument of proxy sent out, or invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

27.9.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

27.9.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

27.10 A vote given or poll demanded by a proxy or by the duly authorised representative of a Corporate Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited or, where the invitation to appoint a proxy was contained in an electronic communication, at the address specified for that purpose, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

FINANCIAL PROVISIONS

28 Application of income and property

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

28.1.1 of reasonable and proper remuneration to any Member, officer or servant of the Society for any services rendered to the Society;

28.1.2 of interest on money lent by any Member of the Society or of the CLLS Committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank in London selected by the CLLS Committee or 3%, whichever is the greater;

28.1.3 of reasonable and proper rent for premises demised or let by any Member of the Society or of the CLLS Committee;

28.1.4 of payments or benefits authorised by the CLLS Committee pursuant to clause 23;

28.1.5 of out-of-pocket expenses to any member of the CLLS Committee; or

28.1.6 of any premium in respect of any insurance to cover any of the liabilities specified in paragraphs 35 and 36 in the Appendix.

28.2 Notwithstanding any other provision of this Constitution, the Society may make payments of any kind to the Company for any purpose thought appropriate by the CLLS Committee and may support it in any way.

29 Banking

The CLLS Committee shall appoint bankers to the Society on such terms and conditions as they may decide, with power from time to time to vary such appointment.

30 Accounts and Audit

30.1 The CLLS Committee shall cause to be kept true accounts of the moneys received and expended for or on account of the Society, and of the assets and liabilities of the Society. The Treasurer shall as soon as practicable after the financial year end cause to be prepared an income and expenditure account for the year and a balance sheet showing the assets and liabilities of the Society on that date. A copy thereof shall be available to every Member before the AGM.

30.2 The accounts shall be audited by a professional auditor as soon as practicable after the end of the financial year (the 'Auditor').

30.3 The Auditor, who shall not be a Member, shall be nominated by the CLLS Committee and elected by the Voting Members at the annual general meeting and shall hold office until the end of the following annual general meeting.

30.4 A person shall be eligible for nomination as Auditor only if he:

30.4.1 is a member of a recognised supervisory body of accountants;

30.4.2 is eligible for the appointment under the rules of that body; and

30.4.3 holds a recognised professional qualification.

30.5 An individual or a firm may be appointed as Auditor.

30.6 The Auditor shall audit the accounts for the accounting year ending during his term of office and shall report thereon to the CLLS Committee.

30.7 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as authorised by the members of the CLLS Committee or by resolution of the Society.

GENERAL PROVISIONS

31 Byelaws

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

31.1.1 the admission and classification of membership of the Society, the rights and privileges of such Members, the conditions of membership and the terms on which Members may resign or have their membership terminated;

31.1.2 the conduct of Members in relation to one another and to the Society's employees;

31.1.3 the election or appointment of Elected and Ex-officio Committee Members; and

31.1.4 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

provided nevertheless that no byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Constitution.

31.2 Without prejudice to the powers of the CLLS Committee under clause 31.1, the Society in general meeting shall have power by Special Resolution to alter or repeal the byelaws and to make additions to them, and the CLLS Committee shall adopt such means as they deem sufficient to bring to the notice of Members all such byelaws which, so long as they shall be in force, shall be binding on all Members, provided nevertheless that no byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Constitution.

32 Notices

32.1 Any notice or other communication (each of which is in the Constitution under "Notices" referred to as a notice) to be given to or by any person pursuant to the Constitution (other than a notice calling a meeting of the CLLS Committee) shall be in writing.

32.2 The Society may give any notice to a Member either personally; or

32.2.1 by sending it by post in a prepaid envelope addressed to the Member at the Member's registered address; or

32.2.2 where a document exchange address is for the time being notified by the Member for the purpose, by sending it through the document exchange in an envelope addressed to him at that address; or

32.2.3 where the Member has for the time being notified to the Society that notice by electronic communication or publication of notice on a website may apply to him, by giving the notice in accordance with the notification; or

32.2.4 by leaving it at the Member's registered address.

32.3 A Member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom 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 Society.

32.4 A Member may give notice to the Society either by delivering it to the Office or by sending it by post in a prepaid envelope, or through a document exchange, addressed to the Society at the Office.

32.5 A Member present, either in person or by proxy or, being a Corporate Member, by a duly authorised representative, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

32.6 Proof that an envelope containing a notice was properly addressed and sent shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was sent or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

33 Indemnity

Without prejudice to any indemnity to which a member of the CLLS Committee may otherwise be entitled, every member of the CLLS Committee or other officer or auditor or member of any other committee as may be established by the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

34 Alteration to the Constitution and Dissolution of the Society

- 34.1 Subject to clause 34.2, any amendment to the Constitution shall require a Special Resolution.
- 34.2 Any amendment to clauses 10, 12.2, 16, 17 and 34 shall require a Special Resolution and the consent of the Company.
- 34.3 Any decision to dissolve the Society shall require a Special Resolution and the consent of the Company.

35 Surplus assets

If on the winding-up or dissolution of the Society there remains, after the satisfaction of or provision for all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other body having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its members, to an extent at least as great as is imposed on the Society by virtue of clause 28 (as shall be determined by the Members).

36 Transitional Provisions

For the purpose of effecting the transition to the Society from the Company, the provisions of the Transitional Provisions Resolution shall apply and have effect so as to modify this Constitution until the first annual general meeting.

APPENDIX

Ancillary powers of the Society

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

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

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

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

33. to obtain any Act of Parliament or other order or authority which will assist the Society to carry the Objects into effect or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Society;
34. to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Society;
35. to insure and arrange insurance cover of every kind and nature in respect of the Society, its property and assets and in respect of and for the purpose of providing indemnity for itself, the members of the CLLS Committee ('the CLLS Committee Members'), officers, servants and voluntary workers and its Members from and against all risks directly or indirectly incurred in the course of the Society's activities and in the performance of their duties by such CLLS Committee Members, officers, servants, voluntary workers and Members as may be thought fit;
36. to provide indemnity insurance to cover the liability of the CLLS Committee Members (or any of them) or member of any other committee as may be established which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society;
37. subject to the provisions of clause 28 of this Constitution, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society or their dependants;
38. to make such rules, regulations and bye-laws as are necessary or desirable in the opinion of the CLLS Committee for the efficient running of the Society;
39. to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation of the Society as an unincorporated association; and
40. to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

Name and Address of Subscribers

Name:

Name:

Address:

Address:

Signed:

Signed:

Dated the 28th day of November 2006

Witness to the above Signatures:

Full name:

Address:

Occupation:

Signed: