

Company No: 9844

THE COMPANIES ACT 1985 AND 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**THE SHEFFIELD AND DISTRICT LAW SOCIETY
("Society")**

Incorporated on 11 September 1875

(adopted by Special Resolution passed on 2008)

PRELIMINARY

1. In these Articles the following words have the following meanings:

Acts: the provisions of the Companies Act 1985 as amended and in force prior to adoption of these Articles and any provisions of the Companies Act 2006 in force prior to the adoption of these Articles;

Articles: means these articles of association of the Society;

Categories: in relation to a Member means the category determined by the Society in accordance with the provisions of Articles 2 and 3 and "Category" shall be construed accordingly;

Committee: the officers for the time being of the Committee hereinafter referred to who shall act as the Directors of the Society and the Committee shall be the Council of Management or Governing Body of the Society and "**Officer**" shall be construed accordingly.

United Kingdom: means Great Britain and Northern Ireland.

1.2 References in these Articles to writing shall be construed as including references to any method of representing or reproducing words in a legible and non-transitory form.

1.3 Headings in these Articles are for convenience only and shall not affect the interpretation hereof.

2. Membership of the Society

2.1 Membership of the Society is divided into the following Categories of membership being classified as follows:

2.1.1 "Full Membership": Full Membership shall be open to any practising solicitor and whose membership is approved in accordance with Article 3 below and "Full Member" shall be construed accordingly;

- 2.1.2 "Associate Membership": Associate Membership shall be open to any other member of the legal profession including but not limited to judges, magistrates and other officials of the local courts, solicitors are still on the Roll but who no longer have a practising certificate, members of the Bar Council, the Law Society of England and Wales and the Institute of Legal Executives and whose membership is approved in accordance with Article 3 below and "Associate Member" shall be construed accordingly;
- 2.1.3 "Corporate Membership": Corporate Membership shall be open to firms, local authorities, public authorities or departments who have a place of business in the city of Sheffield and whose partners and/or employees are practising solicitors and engaged or employed by such firm, local authority, public authority or department to practise or normally practise as solicitor in the city of Sheffield and whose membership is approved in accordance with Article 3 below and "Corporate Member" shall be construed accordingly";
- 2.1.4 "Student Membership": Student Membership is open to those who are currently training as solicitors or studying on an Committee-approved relevant course at the University of Sheffield or Sheffield Hallam University (as each such institution shall be constituted from time to time) and whose membership is approved in accordance with Article 3 below and "Student Member" shall be construed accordingly.
- 2.1.5 "Honorary Membership": The Committee may from time to time elect any person whether or not otherwise qualified to be a Member but who has by reason of his writings or other works and attainments contributed to the promotion of the legal profession or the objects of the Society and may elect such persons for life or for any less period ("Honorary Member"). The Committee shall from time to time define the privileges to which any Honorary Member shall be entitled to enjoy PROVIDED ALWAYS that any Honorary Member shall not be required to complete any application for Membership nor shall any such person have any voting rights at a General Meeting of the Society or at any meeting of the Committee but shall be entitled to attend such meetings to provide the Society their advice and assistance.
- 2.2 Full Members, Associate Members, Corporate Members and Student Members shall hereinafter be referred to together as the "Members" and the terms "Member" and "Membership" shall be construed accordingly.

3. Procedure for Admittance to Membership of the Society

- 3.1 No person shall be admitted as a Member of the Society unless:
- 3.1.1 he completes an application form and pays such subscription (if any) in such form and at such rates as the Committee shall from time to time decide in respect of each Category;
- 3.1.2 his application for Membership is approved by [a majority] of the Committee who, save as provided for in these Articles, shall have no power to waive or vary the prescribed conditions of Membership; and
- 3.2 Membership shall be renewed annually.
- 3.3 The Number of Full Members with which the Society is registered shall not exceed 500.
- 3.4 The Members of the Society at the date of the adoption of these Articles and such other persons as shall be admitted to Membership in accordance with these Articles, and none other, shall be Members of the Society; and shall be entered in the Register of Members accordingly.

4. Effect of Membership

- 4.1 The rights and privileges of Membership:
 - 4.1.1 shall be personal and shall not be transferable by his own act or by operation of law;
 - 4.1.2 shall be determined from time to time by the Committee; and
 - 4.1.3 are as otherwise set out in these Articles.
- 4.2 Those Members holding Associated Membership or Student Membership shall have no voting rights at any General Meeting of the Society.

5. Withdrawal from Membership

- 5.1 A Member of the Society shall cease to be a Member of the Society in any of the following circumstances:
 - 5.1.1 On his death;
 - 5.1.2 On failure to pay his annual subscription and/or any other fees within 12 months of its becoming due provided always that in any case where the Committee is satisfied that such failure ought in the special circumstances of the case to be excused the Member in default may be re-instated upon such terms as the Committee may think fit to impose.
 - 5.1.3 by his resignation pursuant to Articles 5.2 below or by his expulsion pursuant to Article 5.3 below. No person ceasing to be a Member of the Society for any cause under this Article 5.1.3 shall be entitled to have refunded to him any part of any subscription or fees or moneys (except money lent) paid by him to the Society.
- 5.2 Any Member of the Society desiring to resign shall notify the Secretary of his intention to resign by notice in writing addressed to the Secretary at the registered office of the Society by registered or recorded delivery post. At the expiration of one month after the receipt of the said notice the Membership shall cease.
- 5.3 If it appears to the Committee that a Member of the Society has been guilty of any dishonourable conduct whether professional or otherwise, it shall be the duty of the Committee immediately to hold an enquiry into the matter. The Member concerned shall be given seven days' written notice to attend a meeting of the Committee and shall be informed of the complaints made against him. No Member shall be expelled without first having that opportunity of appearing before the Committee and of answering the complaints made against him. If after the enquiry the Committee shall determine that a Member has been guilty of dishonourable conduct or of any dereliction of the Member's duty towards the Society the Committee shall have power by resolution to expel such Member.

GENERAL MEETINGS

- 6. A General Meeting shall be held once in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Committee.
- 7. All other General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 303 of the Companies Act 2006. If at any time there are not within the United Kingdom sufficient Officers capable of forming a quorum, any Officer may convene an Extraordinary General Meeting in the same manner, as nearly possible, as that in which Meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

9. Twenty one days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) shall be required for the calling of a General Meeting of the Society, such notice must contain such details as to specifying the place, the day and hour of meeting, and in case of special business the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the regulations of the Committee, entitled to receive such notices from the Committee; but with the consent of 95% of the Full Members entitled to receive notice and vote of some particular meeting, that Meeting may be convened by such shorter notice and in such manner as those Full Members may think fit.
10. The accidental omission to give notice of a meeting to, or the non receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at any Meetings.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Ordinary General Meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Committee and Auditors, the election of the Committee and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided ten Full Members personally present shall be a quorum.
13. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened upon the requisition of Members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned Meeting a quorum is not present within half and hour from the time appointed for the meeting the Members present shall be a quorum.
14. The President, whom failing, the Vice President, or in their absence any Full Member then appointed by the Full Members present shall preside as Chairman at a General Meeting of the Society.
15. 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. Save as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a resolution put to the vote of the Meeting shall be decided on who of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or at least two Full Members present in person or by proxy entitled to vote and unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book shall be conclusive evidence to the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
17. If a poll is duly demanded it shall be taken in such manner (subject to Article 19 hereof) as the Chairman directs but so that the demand of a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which a poll has been demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
19. 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 at such time as the Chairman of the Meeting shall direct and the result of the said poll shall be deemed to be the resolution of the Meeting at which the poll is demanded.

VOTES OF MEMBERS

20. Every Full Member shall have one vote and every Corporate Member shall have one vote for every partner and/or employee engaged or employed by them who is a Full Member.
21. On a poll votes may be given either personally or by proxy. A proxy must be a Full Member.
22. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of authority shall be deposited at the registered office of the Society not less than forty eight hours before the time for holding the Meeting or the adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
24. An instrument appointing a proxy may be in any form which the Committee shall approve, and shall be deemed to confer authority to join in demanding a poll in accordance with Article 22 hereof.

THE COMMITTEE

25. The Committee shall consist of a President, a Vice President, a Deputy Vice President, a Treasurer, any Member of the Society who for the time being holds office as a Member of the Council of the Law Society (hereinafter called "a National Councillor") and not more than twenty five or such other number of Officers as any annual or other General Meeting of the Society may by special resolution determine. The maximum number of Twenty five Officers shall not, however be altered, unless the notice convening the meeting shall express that the Society has had notice that it is the intention of at least ten Full Members to support the alteration, and the proposed altered number shall also be stated in the notice.
26. No person shall be entitled to be elected to the office of President, Vice President, Deputy Vice President or Treasurer (hereinafter referred to as the "Officials") until such person has served as an Officer for a minimum term of at least 12 months.
27. The Officials shall all go out of office at the Annual General Meeting of the Society when the Deputy Vice President shall be eligible for election as Vice President, the Vice President shall be eligible for election as President and the Treasurer shall be eligible for re election as Treasurer. A National Councillor shall remain in office if and so long as he shall be a National Councillor, but shall automatically vacate office if he shall for any reason cease to be a Member of the Council of The Law Society.
28. At the next Annual General Meeting of the Society and every subsequent Annual General Meeting, the one third of the Committee, other than the Officials and any National Councillor, who shall then have been longest in office shall retire from office. Where any doubt arises as to eligibility for re-election of any member by reason of more members than one third of the Committee, other than the Officials and any National Councillor, having been the same time in office, such doubt shall be determined by lot. If the Society, at the Annual General Meeting at which an Officer retires by rotation, does not fill the vacancy the retiring Officer shall, if willing to act, be deemed to have been re-appointed unless at the Annual General Meeting it

is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Officer is put to the meeting and lost.

29. The Committee may fill up casual vacancies in their number, occurring through the death, removal, or resignation of any Officer, and the Officer or Officers so chosen shall hold office until the time when the person or persons in whose place he or they were chosen would have gone out of office.
30. The Society may by special resolution remove any Officer before the expiration of his period in office, and may by an ordinary resolution appoint another person in his stead.

POWERS AND DUTIES OF THE COMMITTEE

31. The business of the Society shall be managed by the Committee who may exercise all such powers of the Society as are not by the Acts or by these Articles required to be exercised by the Society in General Meeting, subject nevertheless to these Articles and to the provisions of the Acts and to any regulation made by the Society in General Meeting, but no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
32. The Committee shall cause minutes to be made in books actual or loose leaf provided for the purposes:
 - (a) of all appointments of officers made by the Committee;
 - (b) of the names of the Officers present at each meeting of the Committee; and
 - (c) of all resolutions and proceedings at all meetings of the Society and the Committee

Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

LIBRARY

33. The present Rules of the Library are hereby confirmed. The Committee shall have power to make other rules and bye laws (and to amend or repeal the existing rules and bye laws) regulating the Library and the custody, purchase and issuing of books, treatises, reports, papers, et cetera, and may delegate these powers either wholly or in part, to a Sub Committee.

BYE LAWS

34. The Committee shall from time to time have power to make bye laws for such purposes as they shall think fit, such bye laws to become operative on their being confirmed by the Society.

DISQUALIFICATION OF MEMBERS OF COMMITTEE

35. The office of an Officer shall be vacated if:
 - (i) a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (ii) he becomes of unsound mind;
 - (iii) he ceases to be a Member of the Society;
 - (iv) by notice in writing to the Society he resigns his office;

- (v) he becomes prohibited from holding office by reason of any court order made under the Acts;
- (vi) he is removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act 2006;
- (vii) he assumes any office of profit under the Society or receives any remuneration or other direct or indirect benefit from the Society contrary to the provisions of Clause 5 of the Memorandum of Association; or
- (viii) he is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 317 of the Companies Act 1985.

PROCEEDINGS OF COMMITTEE

- 36. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. An Officer shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted. An Officer may and the Secretary on the requisition of an Officer shall forthwith, summon a meeting of the Committee.
- 37. The quorum necessary for the transaction of the business of the Committee shall be fixed by the Committee and unless so fixed shall be five.
- 38. The Committee may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of the Committee but for no other purpose the continuing Committee may act for the purpose of increasing the number of Officers to that number, or of summoning a general meeting of the Society.
- 39. The President or in his absence the Vice President, shall preside over a meeting of the Committee, and failing these the Officers present may choose one of their number to be Chairman of the meeting.
- 40. The Committee may delegate any of their powers or duties to sub committees consisting of such persons, including non-Members as shall be selected by the Committee from time to time; any sub committee so formed shall, in the exercise of the powers and duties so delegated, conform to any regulations that may be imposed on them by the Committee from time to time. A sub committee may co-opt any person, whether or not they are Members to assist the sub committee provided always that (i) not less than one half of the officers of any such sub-committee from time to time shall be Full Members; and (ii) any sub committee officer who is not a Full Member shall not be entitled to vote at any meeting of that sub-committee.
- 41. The Committee shall elect one person from each sub committee who is also a Full Member to be the chairman of that sub committee ("Sub-Committee Chairman"). The Sub-Committee Chairman shall hold office until the next Annual General Meeting of the Society, thereafter he shall automatically vacate office. If no such Sub-Committee Chairman is elected or if at any meeting of that sub-committee, the Sub-Committee Chairman is not present within five minutes after the time appointed for the holding of the same, the members present may choose one of their number to be Sub-Committee Chairman of the meeting. A sub committee may meet and adjourn as it thinks proper.
- 42. Questions arising at any meeting shall be determined by a majority of votes of the Officers present, and in case of an equality of votes the Chairman shall have a second or casting vote.

43. All acts done by any meeting of the Committee or of a sub committee or by any person acting as an Officer or officer of any sub committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Officer or officer of any such sub committee or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be an Officer or officer of that sub committee.
44. A resolution in writing signed by all the Officers or of the officers of any sub committee shall be as valid and effectual as if the same had been passed at a meeting of the Committee or of such sub committee (as appropriate).

SECRETARY

45. The Secretary for the time being of the Society shall be treated as the company secretary mentioned in Section 271 of the Companies Act 2006. Sections 275-278 of the Companies Act 2006 shall apply and be observed, and in this connection if necessary (because either there is no Secretary or there is no secretary capable of acting) the Committee may at any time by resolution appoint an assistant or deputy secretary, or may authorise some other officer of the Society to act as or in place of the Secretary. An assistant or deputy secretary appointed by the Committee in accordance with this Article shall be appointed for such period and, subject to the provisions of Clause 5 of the Memorandum of Association, at such remuneration and upon such conditions as the Committee may think fit; provided however that no assistant or deputy secretary may be appointed on terms which would prevent his removal from office by the Committee at any time. The Secretary of the Society shall not be a member of the Committee but shall be entitled to attend all meetings of the Committee.

ACCOUNTS

46. The Committee shall cause accounting records to be kept in accordance with Section 386 of the Companies Act 2006.
47. The Treasurer shall be responsible for the payment of all accounts; and all cheques shall be signed by two Officials or by one Official and the Secretary.
48. The accounting record shall be kept at the registered office of the Society or subject to Section 388 of the Companies Act 2006, at such other place or places as the Committee may think fit, and shall always be open to the inspection of the Committee.
49. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to inspection of members not being Officers no member (not being an Officer) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Committee or by the Society in General Meeting.
50. The Committee shall from time to time in accordance with Sections 437 and 438 of the Companies Act 2006 (the Society being treated as a public company as mentioned in those sections), cause to be prepared and to be laid before the Society in General Meeting such profit and loss accounts balance sheets and report as are referred to in those sections such accounts to be made up to a date not longer than seven months after the end of the accounting reference period of the Society.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report and the report of the Committee shall not less than 21 days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Society.

SEAL

52. The seal of the Society shall not be affixed to any instrument except by the authority of the Committee and in the presence of the President and Secretary or of the President or Secretary and one other Officer. Every instrument to which the Seal of the Society is so affixed shall be signed by the officer who has witnessed.

AUDIT

53. An auditor or auditors shall be appointed and his or their duties regulated in accordance with Sections 484-488 of the Companies Act 2006. The auditor or auditors shall have the power to call for all books documents and information which he or they shall require and the same shall be furnished to him or them by the official. The auditor or auditors shall examine and audit the balance sheet and books and report thereon in writing to the Annual General Meeting.

NOTICES

54. A notice may be given by the Society to any Member either personally or by sending it by post or through the Society's letterbox scheme to him at his registered address within the area of the Society. Where a notice is sent by post, posting of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same was posted.
55. Notice of every General Meeting shall be given to every Member, to the auditor or auditors and to every holder of debentures (if any) of the Society and none other. Provided that this Article shall not require a copy of such notice to be sent to more than one of the joint holders of any debentures.

REGULATIONS

56. It shall be competent for the Committee to decide upon any subject not provided for in these Articles to the spirit of the objects of the Society.
57. These Articles shall be retrospective and binding on all Members of the Society.

INDEMNITY

56. Subject to the provisions of the Acts but without prejudice to any indemnity to which an officer of the Society may otherwise be entitled, every Officer or other officer of the Society (other than a person (whether an officer or not) engaged by the Society as auditor) is entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) 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 respect of any act or omission done or alleged to be done by him as an officer or employee of the Society. The Society may purchase and maintain for any person to whom this article applies insurance against any liability in respect of which he is entitled to be indemnified.

WINDING UP

57. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.