

The Institute of Legal Executives

Memorandum & Articles of Association

**Adopted at the Annual General Meeting
16 July 1999 as amended by Special
Resolutions passed on 20 July 2001, 23
July 2004, 15 July 2005, 2 June 2006, 16
September 2006, 17 July 2009 and 27
November 2009**

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A CAPITAL DIVIDED INTO SHARES**

MEMORANDUM OF ASSOCIATION

of

THE INSTITUTE OF LEGAL EXECUTIVES

- 1 The company's name is "THE INSTITUTE OF LEGAL EXECUTIVES" (hereinafter referred to as "ILEX").
- 2 ILEX is a company limited by guarantee not having a share capital and its registered office is to be situated in England.
- 3 ILEX's objects are
 - 3.1 To provide an organisation for persons who are either:
 - 3.1.1 Fellows of ILEX; or
 - 3.1.2 Registered with ILEX and provide or are employed in providing legal services of any kind or any services ancillary to legal services; or
 - 3.1.3 Registered with ILEX for the purpose of studying or becoming qualified in law or other subjects provided by ILEX;and who are resident in England and Wales or elsewhere.
 - 3.2 To advance and protect the status and interests of Fellows and those persons referred to by Clause 3.1.
 - 3.3 To promote professional unity, co-operation and mutual assistance amongst persons employed in the legal profession or engaged in legal work.

- 3.4 To promote and secure professional standards of conduct amongst Fellows and those who are registered with ILEX, and regulate Fellows and Registered Person in the public interest to ensure compliance with those standards.
- 3.5 To provide for the education and training of and developing the proficiency of Fellows and persons who wish to become proficient in the law, including those seeking to qualify as Fellows, in all subjects and skills, whether in the law or otherwise.
- 3.6 To recognise and promote proficiency in the law and other subjects by the award of diplomas, certificates, prizes, scholarships, bursaries or other awards, and to award such special qualifications as ILEX may from time to time think fit, and to carry out such assessment and validation and regulation as may be necessary or expedient for such purposes.
- 3.7 To establish trust funds, bursaries and scholarships and to make payments out of the funds of ILEX to promote the educational and professional advancement of persons referred to in Clause 3.1.
- 3.8 To prepare, publish, acquire, distribute or disseminate books, papers, periodicals or any information relating to law and legal practice or any other subject relative to the education and training provided by ILEX.
- 3.9 To establish, maintain and control branches of ILEX and to determine and modify the constitution, rights, privileges, obligations and duties of branches and, when thought fit, to dissolve them.
- 3.10 To provide financial assistance or relief to persons who are or have been Fellows of or registered with ILEX, or their dependants, who are in distressed circumstances and to establish and maintain a charitable fund

for making such grants, provided ILEX shall not apply any monies under this clause except out of revenue and shall not apply more than 10% of the revenue of any year for such purposes.

3.11 To carry out any other lawful trade or business whatsoever which can in the opinion of the Council or governing body be carried out advantageously to ILEX.

4 In furtherance of the said objects but not otherwise ILEX shall have the power:

4.1 To acquire any property, business or rights, which appear to be necessary or convenient for ILEX's purposes.

4.2 To sell, mortgage, develop, lease, maintain, improve, and operate or use any property, business or rights which belong to ILEX or in which ILEX has an interest.

4.3 To form or promote or be involved in forming or promoting any company whose objects directly or indirectly benefit ILEX (including but not limited to any company intended to provide a regulatory function), and to acquire and hold any shares, debentures or other securities in such companies as majority shareholder and to invest money in those companies and delegate rights and powers of ILEX to those companies subject to any limitation which the Council or governing body may from time-to-time determine.

4.4 To share profits, enter into a joint venture or cooperate with any person or organisation who carries on, or proposes to carry on, any activity within ILEX's Objects, and to acquire and hold any securities of any such company.

4.5 To accept grants of money and of land, donations, gifts, subscriptions and

other assistance and to undertake and execute any trusts in furtherance of ILEX's objects.

4.6

A To borrow or raise any money that may be required by ILEX, upon appropriate terms.

B To charge fees in respect of membership, examinations, practice certificates, regulation and any other matters as determined by the Council from time to time.

C To establish and manage compensation funds, professional indemnity schemes or any other financial schemes or arrangements in the interest of the public or of Fellows and Registered Persons in respect of the acts of the Fellows and Registered Persons.

4.7 To invest the monies of ILEX not immediately required for its purposes, in such investments, securities or property as it determines to be appropriate, and to take professional financial advice where necessary.

4.8 To award pensions, allowances, gratuities and bonuses to past or present employees of ILEX or its subsidiary companies (including their dependants and people connected with them), and to set up and maintain or be involved in any other way with the setting up and maintaining of trusts, funds or schemes (whether contributory or non-contributory) intended to provide pensions or other benefits for any of them.

4.9 To take out and renew insurances for or for the benefit of anyone who is or has been at any time a director, officer or employee of ILEX or of any of its subsidiary companies, including any person acting as a trustee of pension or charitable funds established by ILEX. Such insurance will

include insurance against any liability incurred by such persons:

4.9.1 As a result of anything they do or omit to do in carrying out or purporting to carry out their duties or using or purporting to use their powers in relation to ILEX or any of its subsidiary companies;
or

4.9.2 In any other way in connection with their duties, powers or posts in relation to ILEX or any of its subsidiary companies.

4.10 To do all such other things as are incidental or conducive to the attainment of the said objects.

5 The said objects and powers are not to be interpreted narrowly and the widest interpretation shall be given to them that is possible consistently with the law of England and Wales.

6 [Intentionally blank to preserve numbering].

7 Save as herein otherwise provided, the income and property of ILEX shall be applied solely towards the promotion of the objects set out herein. No portion of income or property shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of ILEX and no member of its Council or governing body shall be appointed to any office of ILEX paid by salary or fees or receive any remuneration or benefit in money or money's worth from ILEX.

8 Notwithstanding Article 7, ILEX may make payment in good faith:

8.1 Of reasonable and proper remuneration to any member, officer or servant of ILEX (not being a member of its Council or governing body) for any services rendered to ILEX;

8.2 Of interest on money lent by any member of ILEX or of its Council or

governing body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent, whichever is the greater;

- 8.3 Of reasonable and proper rent for premises let to ILEX by any member of ILEX or of its Council or governing body;
 - 8.4 Of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or governing body is a member, provided he does not hold more than one one-hundredth part of the capital of that company;
 - 8.5 Of out of pocket expenses to any member of its Council or governing body; and
 - 8.6 Of a sum of money, the frequency and amount to be agreed by the Council or governing body, to the employer of a member of the Council or governing body, or, if the member is self-employed, the legal entity through which that member practises or the member himself as appropriate.
- 9 The liability of the members of ILEX is limited.
- 10 Every member of ILEX undertakes to contribute such amount as may be required (not exceeding £1) to ILEX's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of ILEX's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up ILEX, and for the adjustment of the rights of the contributories among themselves.
- 11 If on the winding up or dissolution of ILEX there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or

distributed among the members of ILEX, but shall be given or transferred to some other association or institution having objects similar to the objects of ILEX and which shall prohibit the distribution of its income and property among its members to an extent at least as great as that as is imposed on ILEX by clauses 7 and 8 of this Memorandum. The association or institution to which such property is to be transferred shall be determined by the members of ILEX at or before the time of dissolution. If effect cannot be given to the provision of this clause, then the property shall be transferred to some charitable object.

12 ILEX shall keep true accounts of:

12.1 Sums of money received and expended by it;

12.2 The matters in respect of which receipts and expenditure take place;

12.3 The property, credits and liabilities of ILEX.

Any such accounts shall be open to the inspection of the members, subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by ILEX in accordance with its regulations. Once at least in every year the accounts of ILEX shall be examined and the correctness of the balance sheet ascertained by auditors.

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

of

THE INSTITUTE OF LEGAL EXECUTIVES

Adopted by Special Resolution passed on 16 July 1999 as amended by Special Resolutions passed on 20 July 2001, 23 July 2004, 15 July 2005, 2 June 2006, 16 September 2006, 17 July 2009 and 27 November 2009

PRELIMINARY

1 “In these articles (including the appendices), unless the context otherwise requires-

“The Act” means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force;

“the Adoption Date” means the date on which these articles are adopted as the articles of association of ILEX;

“these articles” means these articles of association as originally framed or as altered from time to time by special resolution;

“the bye-laws” means the bye-laws of ILEX for the time being in force (whether made pursuant to these articles or any previous articles of association of ILEX);

“Company Secretary” means any person appointed by the Council to perform the duties of the Company Secretary;

“Constituency Member” means a Fellow elected to the Council under

these articles to represent a constituency;

“Co-opted Member” means a Fellow appointed to Council under these articles to fulfil needs identified by Council;

“The Council” means the Council for the time being of ILEX which shall comprise the Board of Directors for the purposes of the Act;

“Disciplinary Bodies” means any committee, tribunal or other body established by ILEX or any subsidiary company of ILEX to deal with complaints, declarations of prior conduct and allegations of misconduct;

“Fees” means any fees payable by a Fellow or Registered Person to ILEX in accordance with Article 10 or to any subsidiary of ILEX by virtue of powers delegated to it under Article 19;

“Fellow” means a person admitted or enrolled for the time being as such in accordance with the provisions of these articles;

“ILEX” means the Institute of Legal Executives;

“the Journal” means the official journal of ILEX;

“Member of Council” means a Constituency Member or Co-opted Member;

“office” means the Registered Office of ILEX;

“Registered Person” means a person who is not a Fellow but is registered with ILEX in accordance with these articles;

and, subject as aforesaid, any word or expression to which a meaning is assigned by the Act has the meaning so assigned to it on the adoption date.

References to the male gender shall include the female gender.

MEMBERSHIP

- 2 A The Membership of ILEX shall comprise the following:
- (i) Fellows; and
 - (ii) Registered Persons with current authority granted by the Council of ILEX to be qualified persons for the purposes of section 84(2) of the Immigration and Asylum Act 1999 (as amended).
- B The Council of ILEX shall have the power to create additional grades into which persons may be registered according to criteria determined by the Council, and shall publish bye-laws setting out the conditions for registration into any grade.
- 3 A (i) A person shall be eligible to be admitted as a Fellow if he is able to satisfy the Council that he has the requisite qualifications and experience for admission as a Fellow and that he has satisfied any other requirements of the Council in respect of fitness for admission as a Fellow.
- A (ii) The Council shall publish bye-laws setting out the conditions for admission as a Fellow.
- B (i) A Registered Person shall be granted the authority to be a qualified person for the purposes of section 84(2) of the Immigration and Asylum Act 1999 (as amended) if he is able to satisfy the Council that he has the requisite qualifications, skills and experience to provide immigration advice or services and provided that he has satisfied the Council regarding his fitness to be granted such authority.
- B (ii) The Council shall publish bye-laws setting out the conditions for Registered Persons to be granted authority to be a qualified person under Article 2A(ii) above.
- 4 Every application to be admitted as a Fellow shall be made in a form prescribed by Council and will contain an agreement by the applicant to become a member of ILEX for the purposes of the Act.
- The Council shall have power to call for evidence as to the qualifications and experience and fitness to be a Fellow of any person seeking to be admitted as a Fellow.
- 5 The Council will have power to decide the requirements for a person to be registered with ILEX as a Registered Person. Its decision whether or not to admit an applicant for admission as a Fellow or registration as a Registered Person shall be final and binding. The Council may in its discretion refuse to

enrol or admit an applicant as a Fellow or to register any person although he is otherwise eligible for admission or registration; and permit a person to be admitted or registered although he is not otherwise eligible.

- 6 A Every Fellow shall be entitled to receive a Certificate showing that he is a Fellow; and to describe himself as a Fellow of the Institute of Legal Executives or as a Legal Executive and to add after his name the letters "F.Inst.L.Ex."
- B The Council shall have the power to issue each year Practice Certificates to those persons it deems fit, subject to such rules and criteria as adopted by the Council from time to time.
- 7 The Council shall have the power to award designatory letters and status descriptions to Fellows, Registered Persons and others even though they are not members of ILEX for the purpose of the Act or these Articles.
- 8 Membership of ILEX shall not be transferable or transmissible.

QUALIFICATIONS

- 9 The Council has the power to make bye-laws to regulate the provision of tests of knowledge and assessments of competence for those seeking to obtain qualifications offered by ILEX or by any subsidiary or associated company and for those seeking to be admitted as Fellows.

ENROLMENT FEES AND SUBSCRIPTIONS

- 10 The Council shall have the power to set and levy fees relating to membership or registration with ILEX, for examinations, assessments and exemptions and any other fees relating to qualification with or admission to ILEX, or to any registration grade, or in respect of professional regulation, or for any other purpose as determined by the Council from time to time.
- 11 Every Fellow and every Registered Person shall pay to ILEX in advance on 1 January in each year an annual subscription of the amount prescribed in accordance with the provisions of Article 12. The amount of a Fellow's or Registered Person's subscription for each year shall be determined by reference to his class of membership or registration grade at the beginning of that year.
- 12 Council shall prescribe each year the amount of subscription fee payable by Fellows and by Registered Persons.
- 13 The Council may decide whether subscription fees prescribed include value added tax or not and may prescribe an additional sum to be paid to meet any value added tax leviable on the subscriptions.
- 14 ILEX shall give notice before 1 November in each year of the Fees payable by Fellows and Registered Persons which will apply from the following 1 January.

- 15 The Council may, in its discretion, remit in whole or in part any Fee payable by a Fellow or Registered Person for any year or years.
- 16 A person who ceases to be a Fellow or to be a Registered Person during a year shall (subject to the provisions of Article 15) pay the whole of his Fees for that year without any rebate.
- 17 A Unless the Council decides otherwise, a Fellow whose Fees are wholly or partly in arrear, or who has not made arrangements to pay the whole of his Fees, shall not be entitled to receive notice of, or to attend or vote at, any general meeting, or to exercise or enjoy any other rights of membership or privileges accorded to them.
- B The Council may determine that any Registered Person whose Fees are unpaid shall not exercise or enjoy any rights or privileges accorded to them.

CESSATION OF MEMBERSHIP

- 18 A Fellow or Registered Person shall immediately cease to be a Fellow or Registered Person if:
- (i) he resigns by giving notice in writing to ILEX;
 - (ii) he dies;
 - (iii) he fails to pay the whole or any part of any Fee or other sum payable by him for a period of 12 months from the date on which it became due for payment and the Council resolves that he ceases to be a Fellow or Registered Person;
 - (iv) he is guilty of conduct which makes him unfit to be a Fellow or Registered Person, or commits a breach of these Articles or of the bye-laws and an Order is made by the Disciplinary Body excluding him from membership or cancelling his registration;

save that no resignation under paragraph (i) or resolution by Council under paragraph (iii) shall be valid if a complaint has been received about that Fellow or Registered Person, or any proceedings against such Fellow or Person have been begun by any Disciplinary Body, until the final determination of the matter by the relevant Disciplinary Bodies (and the expiration of any time allowed for appeals therefrom).

- 19 The Council may delegate to any subsidiary company of ILEX any or all of its powers relating to its functions and responsibilities as an approved regulator designated as such by the Legal Services Act 2007 including (but not limited to) the oversight of education standards and standards relating to the conduct and fitness to practise of Fellows and Registered Persons and the right to charge fees in respect of those functions and responsibilities delegated to it.

- 20 A A person who ceases to be a Fellow or to be a Registered Person shall remain liable for any Fees under these Articles or the bye-laws or for any sums which become payable by him under the Memorandum of Association, but neither he nor his representatives shall have any interest in or claim against the funds or property of ILEX.
- B A person who ceases to be a Fellow or Registered Person shall forthwith cease to use any designatory letters or status description relating to ILEX.

BRANCHES

- 21 A The Council may make bye-laws to establish and constitute branches of ILEX. Every branch shall be established and constituted by deed and subject to any requirements or qualifications or restrictions set out in such deed.
- B Council may agree such changes in the regulations of individual branches as it thinks fit, but the regulations of branches must be consistent with the provisions of these Articles and of the deed by which the branch is established.
- C The Council shall have power to make payments to branches to support and assist them in carrying out their role and functions.
- 22 Every branch existing on the Adoption Date shall be deemed to have been properly established under these Articles.

GENERAL MEETINGS

- 23 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 24 The Council may convene a general meeting and, on a requisition of Fellows made in accordance with the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after ILEX has received the requisition.

NOTICE OF GENERAL MEETINGS

- 25 An annual general meeting and an extraordinary general meeting for the passing of a special resolution shall be called by at least 21 clear days notice and all other extraordinary general meetings shall be called by at least 14 clear days notice. Every notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to the provisions of these Articles, the notice shall be given to all the Fellows and to the auditors of ILEX.
- 26 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 the meeting. Any Fellow present at a meeting, whether in

person or by proxy, shall be deemed to have received notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 27 No business shall be transacted at any general meeting unless a quorum is present. Except as otherwise provided in these articles, 10 Fellows present in person and entitled to vote at the meeting shall be a quorum.
- 28 If a quorum is not present within 15 minutes from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow), the meeting, if convened on the requisition of Fellows, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Council may determine.
- 29 The president or, in his absence, the vice-president shall preside as chairman at every general meeting; but if neither of them is present within 15 minutes after the time appointed for the meeting and is willing to preside, the members of the Council present shall elect one of their number to be chairman or, if there is only one of them present who is willing to preside, he shall be chairman. If no member of the Council who is willing to preside is present within 15 minutes after the time appointed for the meeting, the Fellows present in person and entitled to vote shall elect one of them to be chairman.
- 30 The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time or indefinitely and from place to place. No business shall be transacted at an adjourned meeting except business which might properly have been transacted at the meeting from which the adjournment took place.
- 31 If a meeting is adjourned for 14 days or more or indefinitely, at least 7 clear days notice specifying the time and place of the adjourned meeting and the general nature of the business to be transacted shall be given. Otherwise notice of an adjourned meeting need not be given.
- 32 A Registered Person who is not a Fellow may (subject as otherwise provided by these articles) attend and speak at any general meeting.
- 33 If an amendment proposed to a resolution shall be allowed or ruled out of order by the chairman of the meeting in good faith, any error in the ruling shall not invalidate the proceedings on the substantive resolution. An amendment to a special resolution or an extraordinary resolution (except an amendment to correct a patent clerical error) shall not be allowed.
- 34 A resolution put to the vote of a general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by:
- (i) The chairman of the meeting; or
 - (ii) At least 5 Fellows having the right to vote at the meeting; or

- (iii) A Fellow or Fellows representing not less than one-tenth of the total voting rights of all the Fellows having the right to vote at the meeting.
- 35 Unless a poll is duly demanded and not withdrawn a declaration by the chairman of the meeting that a resolution has been carried, 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.
- 36 A poll demanded on the election of a chairman of the meeting or on the question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time (being not more than 30 days after the poll was demanded) and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll has been demanded.
- 37 A poll shall be taken in such manner as may be directed by the chairman of the meeting, who may appoint scrutineers (who need not be Fellows) 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.
- 38 The demand for a poll may be withdrawn before the poll is taken only with the consent of the chairman of the meeting. If the demand is so withdrawn, the meeting shall continue as if it had not been made and its withdrawal shall not invalidate the result of a show of hands declared before the demand was made.
- 39 If a poll is not taken immediately and if the time and place at which it is to be taken are not announced at the meeting at which it was demanded, 7 clear days notice of the time and place shall be given. Otherwise notice of a poll need not be given.
- 40 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.

VOTES AT GENERAL MEETINGS

- 41 Every Fellow entitled to vote shall have one vote on a show of hands if he is present in person and, where a poll is taken, one vote on a poll. Only Fellows shall be entitled to vote at a general meeting either in person or on a poll.
- 42 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote in dispute 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 of the meeting, whose decision shall be final and conclusive.

- 43 A Fellow entitled to vote at a general meeting may appoint any other Fellow entitled to vote at the meeting as his proxy to vote for him on a poll.
- 44 The instrument appointing a proxy shall be in writing in any usual form or in any other form approved by the Council, and shall be signed by the Fellow appointing the proxy or by his agent who is duly authorised in writing. Instruments of proxy need not be witnessed.
- 45 To be valid, the instrument appointing a proxy and the authority (if any) under which it is signed, or a copy of the authority certified notarially or in another way approved by the Council, must be deposited at the Office or at such other place in the United Kingdom as is specified in, or in any document accompanying, the notice convening the meeting not less than 48 hours before the time appointed for the meeting or adjourned meeting or (in the case of a poll taken more than 48 hours after it was demanded) the time appointed for taking the poll at which it is to be used. Unless the contrary is stated in the instrument, it shall be valid also for any adjournment of the meeting to which it relates.
- 46 A vote cast or a poll demanded by a proxy shall not be invalidated by the previous termination of his authority unless notice of the termination has been received by ILEX at the Office or at the place specified for the deposit of instruments of proxy for use at the meeting not less than 3 hours before the time appointed for the meeting or adjourned meeting at which the vote is cast or the poll demanded or (in the case of a vote cast on a poll not taken on the day it was demanded) the time appointed for taking the poll.

THE COUNCIL

- 47 A The Council shall consist of not more than 27 Fellows elected as Constituency Members and 6 Fellows appointed as Co-opted Members.
- B England and Wales shall be divided into 12 constituencies, the boundaries of which to be determined from time to time by Council. Each constituency shall be represented by 1 or more Constituency Members, the number of Constituency Members per constituency to be determined from time to time by Council.
- C The Council shall make arrangements for the co-option of Fellows to serve on the Council and shall have the power to determine the criteria on which Fellows are to be co-opted.
- D Subject to these Articles, Co-opted Members will have the same status, rights and privileges as Constituency Members.
- 48 A A Fellow shall be eligible for appointment or re-appointment as a Constituency Member to represent a constituency only if he:
- (i) Is engaged in legal work; and
 - (ii) Is either so engaged in that constituency or resident there.

B No Fellow may represent more than one Constituency at one time.

49 Members of the Council in office before these Articles come into force shall continue as members of Council after these Articles come into force. The term of office of a member of the Council shall expire at the same time as it would have expired under the Articles in force immediately before these Articles come into force, regardless of any change in the constituency he represents.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

50 A Subject as otherwise provided by these articles, every member of the Council shall retire at the annual general meeting held in the third calendar year next following that in which he was appointed or last re-appointed to office.

B Notwithstanding any other provisions of these Articles, save for Article 50C, any member of Council who has held such office at any time in each of twelve contiguous calendar years shall retire at the AGM held in such twelfth calendar year and shall not be eligible for re-appointment at such AGM or at any time before the AGM in the following calendar year.

C Article 50B shall not apply to those members of Council who are in office at the date of the passing of the resolution to adopt Article 50B. Instead the following shall apply:

(i) Any member of Council who has held such office at any time in each of 12 or more contiguous calendar years at the date of the passing of the resolution to adopt Article 50B shall be entitled to hold office for a further three years from the date at which his current term of office expires;

(ii) Any other member of Council at the date of the passing of the resolution to adopt Article 50B shall be entitled, after holding office at any time in each of 12 contiguous calendar years, to hold office for a further 3 years.

51 A member of the Council who has been the president shall retire at the third annual general meeting next following the date on which he ceased, or last ceased, to be the president, instead of any earlier annual general meeting at which he would otherwise have retired under article 50.

52 A A Constituency Member who retires at an annual general meeting shall vacate his office at the conclusion of the meeting and shall be eligible for re-appointment.

B A Co-opted Member who retires at an annual general meeting shall vacate his office at the conclusion of the meeting and shall be eligible for re-appointment at Council's discretion. The Council may decide not to re-appoint a particular Co-opted Member and may decide to appoint

someone else. The maximum number of terms a Co-opted Member may serve consecutively is 2. Once 2 terms have been served consecutively, a Co-opted Member shall not be eligible for re-appointment at any time before a full calendar year has passed.

- C A Co-opted Member may stand during the period of co-option for a Council constituency seat. If he is unsuccessful in that election, he may continue to serve the remainder of his term as a Co-opted Member.

53 The office of a member of the Council shall be vacated if:

- (i) He resigns his office by notice signed by him and deposited at the Office;
- (ii) He ceases to be a Fellow of ILEX;
- (iii) He is prohibited by law from being a member of the Council;
- (iv) He is absent from two consecutive meetings of the Council and the Council resolves that his office be vacated;
- (v) He is excluded from membership or is fined or reprimanded by any Disciplinary Body established by any subsidiary company of ILEX to which powers are delegated under Article 19;
- (vi) He is a Constituency Member and either ceases to be engaged in legal work in the constituency which he represents and is not resident there, or he ceases to live in the constituency which he represents and is not engaged in legal work there, but the vacating of his office shall not take effect until the event specified by Article 54.
- (vii) The Council has determined that he has engaged in conduct capable of bringing ILEX into disrepute and has resolved that he be removed as a member of the Council before the expiration of his period of office provided:
 - (a) Such resolution of the Council is passed by two thirds of those members of the Council present whether or not voting at a meeting for which not less than twenty-eight days notice specifying the intention to propose the resolution has been given;
 - (b) There are (in addition to the quorum requirements of Article 71) present at the meeting at least two thirds of the members of the Council;
 - (c) The member of Council concerned has been given, in addition to notice of the meeting, reasonable particulars of the conduct giving rise to the proposing of the resolution;
 - (d) ILEX shall have sent a copy to all members of the Council of any representations (not exceeding a reasonable length and provided

the same are not defamatory) made by the member of Council concerned which are received by ILEX at least seven days before the meeting; and

- (e) The member of Council concerned has been given the opportunity of being heard before Council and has been permitted to be represented or assisted by a Fellow, authorised practitioner or some other person.

Any member of Council removed from office pursuant to this Article 53 (vii) shall not be eligible for re-appointment until the Annual General Meeting held in the third calendar year following his removal.

- 54 Fellow who ceases to be eligible to be a Constituency Member under Article 53(vi) shall continue in office for the remainder of his current term of office.
- 55 The provisions of section 293 of the Act (age limit for directors) shall not apply to ILEX Council members unless ILEX shall otherwise determine by ordinary resolution either generally or in any particular case.
- 56 Only those Fellows who are engaged in legal work within the constituency represented by a member of the Council who has vacated, or is about to vacate, his office shall be qualified to nominate a candidate, or to vote on the election of a candidate, to fill the vacancy.
- 57
 - A The Council shall give notice of every vacancy arising or about to arise in a Council constituency to all those Fellows eligible to nominate a candidate to fill the vacancy:
 - (i) In the case of a vacancy due to arise at an Annual General Meeting, before 1 April immediately preceding the meeting; and
 - (ii) In any other case, within 56 days after the vacancy has arisen.
 - B 30 days will be allowed from the date of publication of a notice of a vacancy for nominations to be made to ILEX of Fellows to fill the vacancy.
 - C
 - (i) Fellows may be nominated at any time to fill an existing vacancy.
 - (ii) An existing vacancy is a vacancy which remains unfilled after an annual general meeting.
 - (iii) Where a nomination is received in respect of an existing vacancy, Council shall, within 56 days, give notice of the nomination to Fellows in the constituency in which the vacancy exists. 30 days will be allowed from the date of publication of the notice for other nominations to be made in respect of the vacancy.
 - (iv) If an existing vacancy remains unfilled, it becomes a vacancy arising at an annual general meeting when notice is given of the

vacancy prior to the next annual general meeting.

- 58 A Nominations for appointment of Fellows to the Council to represent a constituency must:
- (i) Be made in writing;
 - (ii) Be supported by at least 8 Fellows qualified to vote in the constituency in which the vacancy arises, or is about to arise, and who are not employed by the Fellow nominated; and
 - (iii) Be delivered to the Office.
- B The Fellow nominated must provide confirmation in writing to the office that:
- (i) He is eligible to serve as a Council member for the constituency in which the vacancy exists, or will arise; and
 - (ii) He wishes to be appointed to the Council.
- 59 A Constituency Member who is due to retire at an Annual General Meeting shall be deemed to have been duly nominated in accordance with the provisions of Article 58 for re-appointment to the Council to fill the vacancy if he has delivered to the office within 30 days of the notice published under Article 57A (i) notice signed by him that he wishes to be re-appointed.
- 60 A Where one or more vacancies arises or arise in a constituency, if the number of nominations is the same or less than the number of vacancies, the Fellow or Fellows nominated will be appointed to the Council.
- B If the number of nominations received for a vacancy or vacancies exceeds the number of vacancies for that constituency, a ballot will be held in accordance with bye-laws published by the Council.
- C The candidate who receives the highest number of votes on a ballot will be elected to Council if there is only one vacancy within a constituency. If there is more than one vacancy, the candidates will be elected to Council according to which of them receives the highest number of votes, in descending order, until all the vacancies in that constituency are filled.
- D In the event of an equality of votes between 2 or more candidates, the election as between those candidates shall be decided by drawing lots.
- 61 The accidental omission to give notice of a vacancy on the Council or of a ballot to fill the vacancy to, or the non receipt of the notice by, any Fellow shall not invalidate the appointment or re-appointment of a person to the Council.
- 62 The appointment or re-appointment of a person to fill a constituency vacancy on the Council shall be effective:

- (i) In the case of a vacancy arising at an annual general meeting, as from the conclusion of the meeting;
 - (ii) On the expiry of a period of 30 days after notice has been given of a vacancy under Article 57A (ii) or a nomination under Article 57C (iii); or
 - (iii) If a ballot is held under the provisions of Article 60, as soon as the result of the ballot has been ascertained or, in the case of a vacancy arising at an annual general meeting, from the conclusion of the meeting.
- 63 A Council shall give notice of every vacancy amongst Co-opted Members arising or about to arise to all those Fellows eligible to fill the vacancy:
- (i) In the case of a vacancy due to arise at an Annual General Meeting, before 1 April immediately preceding the meeting; and
 - (ii) In any other case, within 56 days after the vacancy has arisen.
- B At least 30 days will be allowed from the date of publication of a notice of a vacancy for applications to be made to Council by Fellows who wish to be appointed as a Co-opted Member.
- C Following such notice Council may select the Co-opted Member or Members to be appointed to Council in its absolute discretion. Council need not appoint any candidates.
- D Council will publish the names of Co-opted members after they have been co-opted.

PRESIDENT AND VICE-PRESIDENT

64 At the first meeting of the Council held after each annual general meeting the Council shall appoint one of its members to hold office as the President of ILEX, and others to hold office as the Vice-President and Vice-President Elect save that Co-opted Members shall not be eligible for such appointments. If a casual vacancy shall occur in any of those offices the Council may appoint any of its eligible members to fill the vacancy. A person holding office as the President, the Vice-President or the Vice-President Elect shall vacate the office upon the earlier of:

- (i) His vacation of office as a member of the Council; and
- (ii) The appointment of his successor to the office.

A person vacating office under paragraph (ii) of this Article shall be eligible for re-appointment to the office.

65 The members of the Council holding the offices of president, vice-president and vice-president elect on the Adoption Date shall be deemed to have been duly appointed pursuant to these Articles.

POWERS OF THE COUNCIL

- 66 Subject to the provisions of the Act, the Memorandum of Association and these Articles, the business of ILEX shall be managed by the Council, which shall constitute the Board of Directors of ILEX and may exercise all the powers of ILEX. The powers given by this Article shall not be limited by any special power given to the Council by any other Article.
- 67 The Council may make bye-laws (being not inconsistent with the provisions of these Articles) to enable it to manage ILEX and may alter or rescind any bye-laws so made.
- 68 The Council may (subject as otherwise provided by these articles) delegate any of its powers, except the power to make, alter or rescind bye-laws:
- (i) To the Chief Executive; or
 - (ii) To any committee consisting of two or more members of the Council.

Any such delegation may be made subject to any conditions which the Council may impose, and either collaterally with or to the exclusion of its own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of every committee shall be governed by the provisions of these Articles regulating the proceedings of the Council so far as they are capable of applying. The president and the vice-president shall be entitled to attend and vote as members of every committee.

PROCEEDINGS OF THE COUNCIL

- 69 The Council may regulate its proceedings as it thinks fit. Save as otherwise provided by these Articles, questions arising at any meeting shall be decided by a majority of votes on a show of hands. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 70 The president may, and on the request of at least 7 members of the Council the Company Secretary shall, convene a meeting of the Council. At least 7 clear days notice of every meeting shall be given to the members of the Council. The notice shall specify the time and place of the meeting and, in the case of a meeting convened at the request of Council Members, the general nature of the business to be transacted, and only the business so notified shall be transacted at the meeting.
- 71 Unless the Council determines otherwise, the quorum for the transaction of the business of the Council shall be 10 of its members. If at any meeting a quorum is not present within 15 minutes from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow) the meeting shall be adjourned to the same time on the third business day next following and to the same place, or to such later time and to such other place as the members present may determine, and at the adjourned meeting 2 members of the Council shall be a quorum. Notice of an adjourned meeting need not be given. For the

purpose of this Article a business day is a day which is not a Saturday or Sunday or a bank holiday in England and Wales.

- 72 The Council can continue to act even though there is one or more vacancies in its membership; but if the number of members falls below 10 the continuing members may act for the purpose only of convening a general meeting.
- 73 The president or, in his absence, the vice-president shall preside at all meetings of the Council; but if neither of them is present within 5 minutes after the time appointed for the meeting, the members of the Council present may choose one of their number to be chairman.
- 74 All acts done by a meeting of the Council or of a committee of the Council or by a person acting as a member of the Council shall, even though it is afterwards discovered that there was a defect in the appointment of any of the members of the Council or that any of them was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a member of the Council and had been entitled to vote.
- 75 Save as otherwise provided by the articles, a member of the Council shall not vote at a meeting of Council or of a committee of Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of ILEX. For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the company), connected with a Council Member shall be treated as an interest of the Council Member.
- 76 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 77 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a member of the Council from voting at a meeting of the Council or of a committee of the Council.
- 78 Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each Council Member separately and (provided he is not for another reason precluded from voting) each of the Council Members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 79 If a question arises at a meeting of Council Members or of a committee of Council as to the right of a Council Member 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 Council Member other than himself shall be final and conclusive.

MINUTES

- 80 The Council Members shall cause minutes to be made in books kept for the purpose:
- (i) Of all appointments of officers made by the Council; and
 - (ii) Of all proceedings at meetings of the company and of the Council, including the names of the Council Members present at each such meeting.

CHIEF EXECUTIVE

- 81 The Council may appoint any person (not being a member of the Council) to be the Chief Executive (formerly the Secretary General) of ILEX on such terms and for such period as the Council thinks fit. The Chief Executive shall be entitled to attend and speak at all meetings of the Council, unless the Council resolves otherwise. The Chief Executive shall not be counted in the quorum or vote at any Council or committee meeting.

COMPANY SECRETARY

- 82 The Council shall, subject to the provisions of the Act, appoint the Chief Executive, or another person, to be Company Secretary, on such terms as it thinks fit. The Council may also appoint any other person, either generally or specially, to perform all or any of the duties of the Company Secretary.

SEAL

- 83 The seal shall be used only with the authority of the Council or a committee of the Council authorised by the Council. Every instrument to which the seal is affixed shall be signed by one member of the Council and either the Chief Executive or, if so determined by the Council, the Company Secretary, or by two members of the Council.

NOTICES

- 84 Any notice to be given by or to ILEX pursuant to these Articles shall be in writing. A notice to be given by ILEX generally to the Fellows or to a group of the Fellows may be given by publishing it in the Journal.
- 85 A notice and an edition of the Journal containing a notice shall be given by ILEX to a Fellow either personally or by delivering it or posting it in a prepaid envelope addressed to him at the communication address held on ILEX's records.
- 86 A Fellow who does not have a communication address in the United Kingdom shall not be entitled to receive any notice from ILEX.
- 87 A notice sent by post or published in the Journal shall be deemed to have been given on the expiry of 48 hours after the envelope containing the notice, or the

edition of the Journal in which it is published, was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

INDEMNITY

- 88 Subject to the provisions of the Act, ILEX will indemnify out of its assets every member of the Council and other officers, (including an auditor) and employees against any costs, charges, expenses, loss or liability incurred by him in carrying out his duties or trying to do so.

DISSOLUTION

- 89 Clause 11 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if its provisions were repeated in these Articles.