

**ASSOCIATION OF WOMEN SOLICITORS, LONDON**  
**CONSTITUTION**

As amended by motion  
Passed at an Annual General Meeting held on 26<sup>th</sup> February 2019

**1. Objects**

- 1.1. The objects of the Association of Women Solicitors, London (“the Association”) shall be:
- 1.1.1. To represent, support and develop the interests of women solicitors.
  - 1.1.2. To provide professional, business and social activities for women solicitors.
  - 1.1.3. To offer educational courses, lectures and seminars designed to benefit the standing of, and to improve opportunities for women solicitors.

**2. Membership**

- 2.1. Ordinary Membership – is open on payment of the annual subscription to all women solicitors.
- 2.2. Associate Membership – is open on payment of the annual subscription to all women paralegals, legal executives, legal professionals, lawyers qualified in other jurisdictions, women barristers and students of the law.
- 2.3. Honorary Membership – may be granted at the discretion of the Committee to any female solicitor for such period and on such terms as the Committee shall decide. No annual subscription is required from an Honorary Member. An Honorary Member shall be entitled to attend all General Meetings of the Association, but not to vote nor to be eligible for election to the Committee, nor to hold office.
- 2.4. Resignation:
- 2.4.1 A Member may resign at any time on sending notice in writing to that effect to the Secretary.
  - 2.4.2 Any Member whose subscription is twelve months in arrears shall be deemed to have resigned.
- 2.5. Termination of Membership - If the Committee shall resolve that any Member has acted in a manner detrimental to the objects or interests of the Association, that Membership shall be terminated, provided that the Member shall first be given notice of the grounds of complaint, and an opportunity of making representations thereon to the Committee, personally or in writing.

- 2.6 Membership Subscriptions - Membership subscriptions may be fixed in general meetings from time to time. Subscriptions, if any, shall be payable on admission to Membership and thereafter annually on such dates as may be fixed by the Committee from time to time.

### **3. Management**

- 3.1 The management of the Association shall be vested in the Committee.
- 3.2 The Committee shall have power to adopt and issue such operating procedures for the Association as it shall think fit.
- 3.3 The Committee may from time to time appoint contractors to carry out tasks for the Association and in its discretion remove such contractors as it may think fit, determine their powers and duties and fix their remuneration.
- 3.4 No payment shall be made out of the funds of the Association without authority of the Committee or the Chair and one other officer.

### **4 Officers**

- 4.1 The Officers shall be the Chair, Vice-Chair, the Secretary, and the Treasurer each of whom shall act in an honorary capacity. The officers shall take office at the end of the Annual General Meeting for the forthcoming year until the end of the following Annual General Meeting.
- 4.2 Officers for the following year shall each be nominated by two Committee Members and be elected annually by the Committee from amongst its number such elections to be ratified at the Annual General Meeting.
- 4.3 If any offices shall fall vacant during the year, the Committee shall fill such vacancies from amongst its Members, until the end of the next Annual General Meeting.
- 4.4 The Committee may, if it thinks fit, elect a Deputy Vice-Chair from amongst its number.

### **5. The Committee**

- 5.1 The Committee shall consist of the Officers and elected Members of the Association (“Elected Committee Members”) subject to the total number of co-opted Members, Elected Committee Members and Officers not exceeding eighteen.
- 5.2 All Elected Committee Members shall resign from office at the Annual General Meeting and, subject to rule 5.4, shall be eligible for re-election.
- 5.3 The election of Committee Members shall take place at the Annual General Meeting.

- 5.4 Nominations for the Committee signed by two Members and the nomination shall be sent to the Secretary not less than 14 days before the Annual General Meeting.
- 5.5 The Committee shall be entitled from time to time to co-opt any Member of the Association (subject to the total number of co-opted Members and Elected Committee Members not exceeding eighteen) as an additional Member of the Committee or to fill a vacancy. Any Member so co-opted shall retire at the Annual General Meeting following co-option but shall be eligible for re-election.
- 5.6 A member of the Committee shall cease to hold office if:
- 5.6.1 is struck off the Roll;
  - 5.6.2 the Committee member becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - 5.6.3 resigns by notice in writing;
  - 5.6.4 has not physically attended at least two Committee meetings within the previous twelve months and the Committee so determines;
  - 5.6.5 at least three quarters of the other members of the Committee pass a resolution that she be removed from office
- 5.7 At any one time, at least 75% of the Committee shall be Ordinary members.

## **6. Proceedings of the Committee**

- 6.1 The Committee shall be responsible for:
- 6.1.1 approval of the overall strategy of the Association;
  - 6.1.2 liaison between the Committee, the Women Lawyers Division of The Law Society and any other groups of women lawyers or associated professions.
- 6.2 The Committee shall regulate the proceedings of its meetings as it shall think fit, including permitting meetings by suitable electronic means as agreed by the Committee who should ensure that each participant can communicate with all other participants.
- 6.3 The Committee shall hold not less than three quorate meetings every year.
- 6.4 A quorum is achieved when at least four Elected Committee members are physically present at a Committee meeting.

6.5 The Committee may at any time create any special or standing sub-committee, working group or study group for any purpose that the Committee shall decide, the terms of reference and membership of which shall be decided by the Committee.

## **7. Financial Year**

The Association's financial year shall be the calendar year.

## **8. General Meetings**

8.1 The Association shall meet as often as the Committee in its discretion shall decide. Meetings shall be conducted in accordance with the following rules.

8.2 There shall be an Annual General Meeting ("AGM") in every year held in February or March, the date of which shall be fixed by the Committee and notified to Members at least two months beforehand, and which shall include the following business:

8.2.1 To receive from the Secretary a Report of the proceedings of the Association during the preceding year;

8.2.2 To receive from the Treasurer the Accounts of the Association for the preceding year;

8.2.3 To ratify the election of the Officers;

8.2.4 To elect the Committee;

8.2.5 To appoint any Auditors.

8.3 The Committee may, and shall if so requested in writing by not less than ten Ordinary Members, call an Extraordinary General Meeting ("EGM") for the transaction of special business.

## **9. Notices of EGM**

9.1 The Secretary shall send out to all Members notice of each EGM at least fifteen working days before the date fixed for the EGM.

9.2 The notice of the EGM shall specify the time, place and purpose of the EGM and shall give particulars of any business to be transacted.

9.3 Accidental omission to give notice of an EGM to any individual Members shall not invalidate any proceedings at that meeting.

## **10. Procedure at General Meetings**

- 10.1 At all General Meetings ten members present and entitled to vote shall form a quorum.
- 10.2 At all such General Meetings the chair shall be taken by the Chair; in the Chair's absence the Vice-Chair; in the Vice-Chair's absence the General Meeting shall elect a chairperson.
- 10.3 Any Member wishing to raise any matter at a General Meeting shall give notice in writing thereof to the Secretary not later than seven days before the date of the General Meeting, provided that the Chair may at her discretion allow any matter to be raised at the General Meeting without such previous written notice.
- 10.4 Every motion at all such General Meetings shall be proposed and seconded and shall then be open for debate. If a motion be not seconded it shall be deemed to have been withdrawn. If there be no debate on a motion it shall immediately be put.
- 10.5 All written notices between members and the Committee may be communicated by electronic means.

## **11. Voting**

- 11.1 Motions, amendments and all other similar matters put to the vote at any meeting of the Association or at any meeting of the Committee shall be deemed to be carried by the majority vote of those present and voting. In the event of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 11.2 The Committee may, if it thinks fit, make provision for postal voting.

## **12. Proxies**

The Committee may, if it thinks fit, make regulations for enabling Members unable to be present at any General Meeting to vote by proxy.

## **13. Alteration of Constitution**

Any General Meeting of the Association shall have power to alter the Constitution to any extent whatsoever, provided that no alteration or addition shall be discussed except upon motion nor accepted unless by a majority of at least two thirds of the Members voting thereon.

## **14. Indemnity**

- 14.1 Every Member of the Committee, or any committee, or group created by the Committee shall be entitled to be indemnified out of the funds of the Association against all costs, losses, liabilities and expenses which may be incurred or for which a liability may arise by reason of:

14.1.1 any contract entered into;

14.1.2 any act done or not done by acting in such capacity; or

14.1.3 otherwise in the execution of duties.

14.2 The indemnity in clause 14.1 above shall not apply in the case of:

14.2.1 wilful misconduct; or

14.2.2 any action taken or not taken in breach of these Rules or any operating procedures adopted by the Committee; or

14.2.3 otherwise in breach of authority.

## **15 Application of Income and Property**

The income and property of the Association shall be applied solely towards the promotion of its objects and no portion of such income or property shall be paid or transferred, directly or indirectly by way of profit, to Members provided that nothing shall prevent payment in good faith by the Association of reasonable and proper remuneration to any Member for any services rendered to the Association and of reasonable and proper expenses necessarily incurred in carrying out the duties of any such Member.

## **16 Surplus assets**

If on the dissolution of the Association there remains, after the satisfaction of 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 similar to the objects of the Association and which shall prohibit the distribution of its income and property among its members.