

**ARTICLES OF ASSOCIATION
OF
THE LIVERPOOL SOCIETY OF CHARTERED ACCOUNTS**

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

Registered No. 4869

Registered office:

**Oriel House,
Oriel Road,
Bootle, L20 7EP**

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
THE LIVERPOOL SOCIETY OF CHARTERED ACCOUNTS**

INTERPRETATION

1. In these articles unless the subject or context otherwise requires the following expressions shall have the meanings set opposite to them:-

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| "the Act" | means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company; |
| "the area of the Society" | the Metropolitan County of Merseyside, the district of Wigan in the Metropolitan County of Greater Manchester, the County of Cheshire excluding the districts of Congleton and Macclesfield, the district of West Lancashire in the County of Lancashire, the Counties of Flintshire, Denbighshire and Gwynedd, the Island of Anglesey, Wrexham County Borough and Conwy County Borough. |
| "Chester and North Wales Society" | means the Chester and North Wales Society of Chartered Accountants being an affiliated branch of the Society. |
| "Committee" | means the Committee established under Article 31 and includes sub-committee where requires established under includes any the context so requires |
| "executed" | includes any mode of execution |
| "the Institute" | means the Institute Chartered Accountants in England Wales or any such other body corporate as shall succeed to the property and functions of the Institute of Chartered Accountants as aforesaid |
| "office" | means the registered office of the Society |
| "registered address" | means the first registered address of a member held by the Institute, being the address used to allocate members to local societies and / or networks. |
| "Secretary" | means any member or members appointed to perform the duties of the Secretary of the Society |
| "the Society" | means The Liverpool Society of Chartered Accountants being a company limited by guarantee and incorporated under the Companies Act 1862 |
| "the United Kingdom" | means Great Britain and Northern Ireland |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form. For the avoidance of doubt this shall include electronic communication.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society.

MEMBERSHIP

2. The members of the Society shall be those to whose Registered Address is within the area of the Society.

WITHDRAWAL FROM MEMBERSHIP

3. Any member who ceases to be a member of the Institute shall thereupon cease to be a member of the Society. This includes any person who has been awarded lifetime or other honorary membership. No person who is not an ICAEW Chartered Accountant and member of the Institute may be or become a member of the Society.
4. Any member may resign their membership at any time.
5. Any member ceasing by death, resignation, or exclusion to be member of the Society, shall not, nor shall their representatives, have an interest in the Society.

AFFILIATED BRANCHES

6. Unless the Chester and North Wales Society were to be wound up by its own members in accordance with its rules, it shall be an unincorporated branch within the Society and its membership shall be all members of the Society with a Registered Address within the County of Cheshire (except the districts of Congleton and Macclesfield) and within the Counties of Flintshire, Denbighshire and Gwynedd, the Island of Anglesey, Wrexham County Borough and Conwy County Borough.

ANNUAL GENERAL MEETING

7. An Annual General meeting shall be held not later than 30th June each year to transact the following business.
8. a) to receive the accounts for the year ended 31st December; and
9. b) to transact any other business of which notice has been given in the notice convening the meeting.

NOTICE OF GENERAL MEETINGS

10. For Annual General Meetings and Extraordinary General Meetings, the Committee shall fix the date, hour and place of meetings of the Society and the President shall give not less than Twenty one days' notice thereof to members. Notice shall be deemed to be served by posting the details on the ICAEW web pages and email.

PROCEEDINGS AT GENERAL MEETINGS

11. The Committee shall present a report with the accounts for the year ended on the preceding 31st December.
12. The President of the Society for the time being shall be the Chair of all general meetings of the Society and of all meetings of the Committee except that, by custom, the retiring President shall preside at the Annual General Meeting immediately following their retirement. In the absence of the President, the Deputy President or, failing that, the Vice-President shall be the Chair. No business shall be transacted at any general meeting unless a quorum of members (five) is

present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members present in person 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, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chair 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 an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (A) by the Chair; or
 - (B) by at least three members present in person or by proxy; or

Unless a poll be so demanded a declaration by the Chair 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 book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. Except as otherwise provided in these Articles, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair 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.
18. A poll for the election of a Chair, 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 Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

19. On a show of hands every member who is present in person shall have one vote. On a poll each member shall have one vote and such vote may be given either in person or by proxy.
20. Every member shall have the right to appoint a proxy provided such proxy is a member of the Society.
21. The instrument appointing a proxy shall be in writing signed or authorised by the appointer or by his attorney duly authorised in writing.
22. 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 that power or authority shall be provided to any of the officers of the Society not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument for proxy shall not be valid.

23. An instrument appointing a proxy shall be in the usual common form or in such other form as the Committee may accept and shall be deemed to confer authority to demand or join in demanding a poll. Such instrument need not be witnessed and shall, unless the contrary is stated thereon be valid as well for any adjournment of the meeting as for the meeting to which it relates.
24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

MANAGEMENT OF THE SOCIETY

25. (A) There shall be a Committee of the Society to manage the Society as provided in these Articles and the Committee shall consist of not less than five nor more than nine members elected by the members together with such additional and ex officio members as are provided for under the Articles.

(B) Any member of the Council of the Institute who is also a member of the Society shall be an additional member of the Committee or the Society so long as they shall be a member of the Council of the Institute.

(C) The Chester and North Wales Society shall be entitled to provide up to three additional members of the Committee. Any such member of the Committee appointed pursuant to this paragraph shall have the right to nominate an alternate person to attend and vote in their place.

(D) a person who is not a member of the Society shall not be eligible for membership or alternate membership of the Committee.
26. (A) The Committee shall, in each year, elect a President, Deputy President, Vice-President, Secretary and Treasurer from its membership.

(B) The election of the President, Deputy President and Vice-President shall take place at the meeting of the Committee immediately preceding the Annual General Meeting to hold office until the Committee meeting immediately preceding the following Annual General Meeting.

(C) Each of such officers shall be eligible for re-election.
27. The officers named in Article 26, together with the immediate Past President of the Society if not already elected members of the Committee, shall be members of the Committee.
28. 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 presents required to be exercised by the members in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Acts and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as maybe prescribed by Special Resolution of the Society, but no regulation so made by Special resolution of the Society shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted y any special authority or power given to the Committee by any other Article.
29. Without prejudice to the general powers conferred by these Articles the Committee shall have power to assist the interests of the student accountants serving within the area of the Society.
30. The Committee shall have control over the funds of the Society.
31. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Committee shall from time to time by resolution determine.
32. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Society and of the Committee and of all business transacted ac such meetings, and any such

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

CESSATION OF MEMBERSHIP OF THE COMMITTEE

33. A person ceases to be a member of the Committee as soon as—

- (A) a bankruptcy order is made against that person;
- (B) If that person ceases to be a member of the Society.
- (C) If by notice in writing to the Society that person resigns as a Committee member.

If any member of the Committee shall fail to attend four consecutive meetings of the Committee without leave of absence from the Committee, such member shall be deemed, if the Committee so resolves, to have resigned from the Committee but in such event the Committee may, if thought fit, recommend their re-appointment at the ensuing Annual General Meeting provided that he is duly nominated.

ROTATION OF ELECTED MEMBERS OF COMMITTEE

34. At the Annual General Meeting in every year one third of the elect members of the Committee for the time being or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office. The members of the Committee to retire in any year shall be those who have been longest in office since their last election but as between persons who became members of the Committee on the same day those to retire shall (unless they otherwise agree amongst) themselves be determined by lot. A retiring member of the Committee shall be eligible for re-election unless, at the date of their proposed re-election, he will then have been an elected member of the Committee for a continuous period of six years but he shall be eligible for election to the Committee again at the Annual General Meeting following that at which he retired compulsorily under this Article. A year in this Article shall mean the interval between one Annual General Meeting and the next following Annual General Meeting.

35. Nominations shall be invited from members for occur under the preceding Article and shall be deposited with the Secretary not less than three and nor more than twenty-one days before the Annual General Meeting.

36. If at an Annual General Meeting the places of the retiring members of the Committee, or any of them, are not filled, or if any vacancy occurs on the Committee otherwise than as hereinbefore provided for the Committee shall have power to fill the vacancies,

37. Any member appointed by the Committee under Article 44 shall retire at the next following Annual General Meeting, but shall be eligible for election as a member of the Committee at such meeting and shall not be taken into account in determining the number of members of the Committee who are to retire by rotation at such meeting.

PROCEEDINGS OF THE COMMITTEE

38. The Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality for votes the Chair shall have a second or casting vote. A member of the Committee may, and the Secretary on the requisition of a member shall, summon a meeting of the Committee, it shall not be necessary to give notice of a meeting of the Committee or any member for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be five.

40. The members for the time being of the Committee may act notwithstanding any vacancy in their number; provided always that in case the members of the Committee shall at any time be reduced in number to less than the quorum prescribed by or in accordance with these

presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Society, filling vacancies in the Committee, or summoning a general meeting, but not for any other purpose.

MINUTES AND BOOKS

41. The Society shall keep such records as are required by law and those which it deems appropriate for the conduct of its business.

NOTICES

42. A notice may be given by the Society to their Registered Address or in electronic form. The posting of a notice on the ICAEW website for notifying members of events shall be deemed sufficient notice of any meeting, including a general meeting.

43. No person other than a member shall be entitled to receive notices of general meetings.

INDEMNITY

44. Subject to the provisions of and so far as may be permitted by the Act, every member of the Committee or other officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by that person in the execution and discharge of their duties or in relation thereto.

ALTERATION OF ARTICLES

45. These Articles may be amended by special resolution in accordance with the Acts.