

Commonwealth Lawyers Association Limited
Notice of Special Resolutions

Pursuant to article 5 of the Articles of Association, notice is hereby given of a General Meeting to be held at 18 May Street, Belfast. BT1 4NL and on the Zoom virtual platform at 12pm BST on the 15th day of June 2021 at which the Council proposes the following resolutions to amend the Constitution be passed as Special Resolutions:

Special Resolution 1

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. That article 8.2 of the Articles of Association be deleted and a new article 8.2 be substituted as follows:

'8.2 (a) The Council shall comprise:

- (i) A member elected in accordance with article 10 from each of the countries who are members of the Commonwealth, (and in the case of the United Kingdom a member from England and Wales, Scotland and Northern Ireland), or from any British Overseas Territory or Crown Dependency or from Hong Kong or Zimbabwe;
- (ii) 4 Vice Presidents elected by the Council, one each from the Americas, Africa, Australasia and Europe. A Vice President must have served at least 2 years on the Council;
- (iii) A Treasurer elected by the Council who must have served at least 2 years on the Council; and
- (iv) A President elected by the Council who must have served at least 4 years on the Council.
- (v) Up to five members elected at large

(b) Transitional Provision – the current President, Vice Presidents and Treasurer shall, on adoption of this amended article 8.2 remain in office until 1 February 2023 when the Council shall elect pursuant to article 8.2(a) 4 Vice Presidents, Treasurer and President who shall remain in office for 2 years and thereafter elections shall be held bi-annually.

2. That the following words be added to the end of article 8.4 of the Articles of Association:

'having regard to any Diversity and Inclusion Policy of the Association.'

3. That article 17.1 of the Articles of Association be deleted.

Special Resolution 2

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. That article 9.4 of the Articles of Association be amended by deleting the word 'five' and substituting with the word 'ten'.

Special Resolution 3

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. That article 10.1 of the Articles of Association be deleted and a new article 10.1 be substituted as follows:

'10.1 Council members are to be elected electronically (e-voting) or in such other manner as determined by the Executive Committee and hold office until a new Council is elected as provided for in article 10.4.'

2. That article 10.3 of the Articles of Association be amended by deleting the word 'region' and substituting the word 'country'.

3. That article 10.4 of the Articles of Association be amended by:

(a) deleting the words 'twenty one days before the date of the next regular general meeting,' and substituting the words '15 September 2021 and every second anniversary thereof,'

(b) the following words be added at the end of article 10.4:

'in writing. The current Council members shall remain in office until the election of new Council members is declared.'

4. That article 10.5 of the Articles of Association be amended by deleting the words ', Vice Presidents, Treasurer and President'.

5. That the following new article be added as article 10.6 of the Articles of Association:

'10.6 The declaration of the election results shall be made on or before 1 February 2022 and every second anniversary thereafter.'

Special Resolution 4

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. That article 11.2 of the Articles of Association be amended by:
 - (a) by inserting the words '(including directors)' after 'Members of the Executive Committee' in line 1
 - (b) by inserting the words 'and may be removed' after 'shall be appointed' in line 1
 - (c) deleting the words 'no more than' and substituting the words 'at least'.
 - (d) the following sentence being added to the end of article 11.2:

'In addition to the ten voting members, the Executive Committee of the Council may co-opt up to 5 non-voting members. When appointing members to the Executive Committee the Council and Executive Committee shall have regard to any Diversity and Inclusion Policy of the Association.'

Special Resolution 5

To consider and, if thought fit, pass the following resolution as a **special resolution**:

1. That article 13.1 of the Articles of Association be deleted and a new article 13.1 be substituted as follows:

'13.1 All of the directors shall hold office until they retire or are removed for good cause by the Council. Directors are eligible for reappointment.'
2. That article 13.2 of the Articles of Association be deleted.
3. That article 13.3 of the Articles of Association be deleted.
4. That article 13.5 of the Articles of Association, now article 13.3, be amended by:
 - (a) deleting the words 'in person or by proxy'
 - (b) deleting the last sentence and substituting as follows:

'The Honorary Life President shall have no powers other than be entitled to attend and speak but not vote at meetings of the Company or the Council, save for any rights they may have as a Member of the Company.'

5. That the following new article be added as article 13.4 of the Articles of Association:

'13.4 Life Presidents are to be elected electronically (e-voting) or in such other manner as determined by the Executive Committee.'

By order of the Executive Committee

Dated this 18th day of May 2021

Brigid Watson

Secretary General

Commonwealth Lawyers Association

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Bristol

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NB Appointment of Proxies

Members are entitled to appoint another person as their proxy, to exercise all or any of their rights, to attend and speak and vote at a meeting of the Company. A form of proxy is enclosed with this Notice. Proxy forms must be received by the Company no later than 48 hours before the meeting.