

No. 06868881

Commonwealth Lawyers Association Limited
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Registered Company No 06868881

EXPLANATORY STATEMENT

The Executive Committee proposes amendments to the Commonwealth Lawyers Association ('CLA') Articles of Association. The proposed amendments were the subject of discussion at a Council meeting held on 29th March 2021 and are set out below.

A tracked version of the proposed amended Articles of Association is attached.

ARTICLES OF ASSOCIATION

Special Resolution 1
Council

Article 8.2 sets out the composition of the Council, which is responsible for the policy objectives of the Company and which also determines and appoints the Executive Committee.

Article 8.2 provides that the Council is currently comprised of up to 29 voting members, including a President, no more than 4 Vice Presidents, Honorary Treasurer, immediate past president and representatives of the regions of the Commonwealth, being East Africa, Southern Africa, West Africa, South Asia, South East Asia, South Africa, Nigeria, India, Pakistan, Australia, New Zealand, Canada, England and Wales, Scotland, Northern Ireland, the Caribbean and the Americas and Europe.

It is proposed to delete the current article 8.2 and insert a new article 8.2. The proposed new article provides for the Council to be comprised of a member elected in accordance with article 10 from each of the countries who are members of the Commonwealth, or from any British Overseas Territory or Crown Dependency or from Hong Kong or Zimbabwe. The amendments also provide for 4 Vice Presidents elected by the Council, one each from the Americas, Africa, Australasia and Europe, all of whom must have served at least 2 years on the Council, a Treasurer elected by the Council who must have served at least 2 years on the Council and a President elected by the Council who must have served at least 4 years on the Council. Additionally, up to five members may be elected at large.

The proposed article 8.2 will also include a transitional provision to allow for the current President, Vice Presidents and Treasurer to, upon the adoption of the proposed article 8.2,

remain in office until 1 February 2023 when the Council shall elect 4 Vice Presidents, a Treasurer and a President who shall remain in office for 2 years and thereafter the elections will be held bi-annually.

The new proposed amendment to article 8.4 include a new requirement to have regard to any Diversity and Inclusion Policy of the Association when the Council co-opts additional non-voting members.

The new proposed amendments also removes article 17.1, which currently provides for Directors with the titles of Presidents, Vice Presidents and Treasurer to each be Officers and be elected by members and take office at the end of a general meeting and hold office until the conclusion of the following general meeting. The Officers will if these amendments are adopted be appointed by Council.

Special Resolution 2 Meetings

Article 9.4 currently provides that the quorum for a Council meeting is five voting members. The proposed amendments increases this quorum from five to ten voting members.

Special Resolution 3 Council elections

Article 10.1 currently provides that Council members are elected by the general meeting and hold office until a new Council is elected at the following general meeting. Under the proposed amendment to Article 10.1, Council members are elected electronically in a manner determined by the Executive Committee and hold office until a new Council is elected as provided for in the new proposed amendments to article 10.4.

The new proposed amendment to article 10.3 allows for the Council to elect a successor from the same country rather than from the same region. This amendment reflects the intention to broaden membership from regions to countries.

Article 10.4 currently provides for nominations to be communicated in writing to the Chief Executive Officer/Secretary General no later than twenty one days before the date of the next regular general meeting and for these nominations to be consented to by the nominees in writing. Under the new proposed amendments to article 10.4, these nominations must be communicated to the Chief Executive Officer/Secretary General no later than 15 September 2021 and every second anniversary thereof. Additionally, the amendment provides that the current Council members shall remain in office until the election of new Council members is declared.

Article 10.5 currently provides that nominees for the Council, Vice Presidents, Treasurer and President to be members of the Company in good standing. The new proposed amendment to

article 10.5 removes reference to the Vice Presidents, Treasurer and President, requiring all nominees for the Council to be members of the Company in good standing.

A new proposed article 10.6 provides that a declaration of election results shall be made on or before 1 February 2022 and every second anniversary thereafter.

Special Resolution 4 Executive Committee

Article 11.2 currently provides that Members of the Executive Committee should be appointed by the Council and reflect the diversity of the Commonwealth, consist of no more than ten voting members and must include the President, Vice Presidents, Immediate Past President and Treasurer. The proposed amendment to this article provides for Members of the Executive Committee, including directors, to be appointed or removed by the Council and consist of at least ten voting members. Additionally, the Executive Committee of the Council may co-opt up to 5 non-voting members, having regard to any Diversity and Inclusion Policy of the Association.

Special Resolution 5 Appointment and Retirement of Directors

Article 13.1 currently provides that directors shall retire at the general meeting of the Company unless the vacancy is not filled at the meeting at which the director retires. If the retiring director is willing to act, the director is deemed to be reappointed unless it is resolved not to fill the vacancy or the resolution to reappoint the director is put to the meeting and lost.

Under the proposed amendments to article 13.1, directors will hold office until they retire or are removed for good cause by the Council. Directors are eligible for reappointment.

Article 13.5 currently provides that an Honorary Life President may be elected at a general meeting if there is a majority of not less than seventy-five percent of votes cast in person or by proxy. An Honorary Life President is not entitled to attend, speak or vote at meetings. Under the proposed amendments, this article, now article 13.3, does not require votes to be cast in person or by proxy and allows for an Honorary Life President to attend and speak but not vote at meetings of the Company.

The proposed amendments also provide for the insertion of article 13.4 to allow for Life Presidents to be elected electronically or in any other manner determined by the Executive Committee.