

Companies Act 2006
Company Limited by guarantee
ARTICLES OF ASSOCIATION
of
UKLFI LIMITED
(Company no 07396781)

TUESDAY



A4JVN1ZL

A16 10/11/2015 #283
COMPANIES HOUSE

[as amended by Special Resolution on 10 September 2015]

1. PRELIMINARY

1 1 In these articles, unless the context otherwise requires

1 1 1 "Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

1 1 2 "Associate Member" see articles 6 4 and 6 5 (and "Associate Membership" shall be construed accordingly),

1 1 3 "Association" means UK Lawyers for Israel, an unincorporated association which was formed on 2 June 2011,

1 1 4 "Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect,

1 1 5 "Committee" see articles 15 2 and 15 4,

1 1 6 "Committee Member" means member of the Committee,

1 1 7 "Company" means UKLFI Limited,

1 1 8 "Honorary Officer" means any Patron, President or Vice-President of the Company,

1 1 9 "Member" means member of the Company within the meaning of section 112 of the Companies Act 2006 (and "Membership" shall be construed accordingly),

1 1 10 "Membership Secretary" see article 15 1 4,

1 1 11 "Principal Officer" shall have the meaning assigned to it by article 15 1, and "Principal Office" shall be construed accordingly,

1 1 12 "Secretary" shall where applicable include the Membership Secretary (if any),

1 1 13 "Subscriber" means the subscriber of the Company

1 2 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 of it not in force when these articles become binding on the Company

2 NAME

2 1 The name of the Company is UKLFI Limited Save where required to use its corporate name, the Company may carry out its activities using the name "UK Lawyers for Israel"

3 REGISTERED OFFICE

3 1 The registered office of the Company is and will be situated in England

4 OBJECTS

4 1 The Company is established for the following purposes

- 4 1 1 to provide, assist in providing, procure or promote the provision of legal support including advocacy, research, advice and campaigning in combating attempts to undermine, attack and/or delegitimise Israel, Israeli organisations, Israelis and/or supporters of Israel,
- 4 1 2 to organise basic training for lawyers on international law and Israel, to enable them to engage in a balanced way in public debates,
- 4 1 3 to provide, assist in providing, procure or promote the provision of assistance to students at university who require protection against anti-semitism, hate speech, et cetera, to help them to exercise their rights under the general law and the regulations of their universities,
- 4 1 4 to enable networking among like-minded lawyers in the United Kingdom and the efficient sharing of resources, experience and best practices,
- 4 1 5 to foster links with, support and co-operate with like-minded groups from the United States, Europe, Israel and other countries,
- 4 1 6 to contribute generally as lawyers to creating a supportive climate of opinion in the United Kingdom towards Israel

5. POWERS

5 1 In furtherance of the objects of the Company but not otherwise the Company shall have the following powers

- 5 1 1 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the Association or of any other body with which the Company is authorised to amalgamate,
- 5 1 2 to practise as solicitors in such manner as may be authorised by law, or to promote or acquire a company for such purpose,
- 5 1 3 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may appear convenient,
- 5 1 4 to add to, improve, furnish, equip and alter any premises necessary for the work of the Company,
- 5 1 5 to accept any gift of property, whether subject to any special trust or not, for any purpose within the objects,
- 5 1 6 to print and publish any newsletter, periodical, leaflet or other publication,
- 5 1 7 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Company,
- 5 1 8 to borrow and raise money and secure its repayment in any manner,
- 5 1 9 to invest the funds of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit,

- 5 1 10 to subscribe to any local or other charities or associations formed for any of the purposes included in the objects,
- 5 1 11 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any body with which the Company is authorised to amalgamate,
- 5 1 12 to pay all expenses incidental to the formation of the Company and its registration,
- 5 1 13 to do all such other lawful things as are incidental or conducive to the pursuit or attainment of any of the objects

6. QUALIFICATION OF MEMBERS

6 1 The Members shall be

- 6 1 1 until the first annual general meeting, the Committee Members appointed under article 15 4,
- 6 1 2 such other persons as the Committee may from time to time elect to Membership, being (subject to article 6 2)
 - 6 1 2 1 a member of a legal profession,
 - 6 1 2 2 a member of the law faculty of any university,
 - 6 1 2 3 a student of law, or
 - 6 1 2 4 such other persons as the Committee may think fit

6 2 The persons mentioned in regulations 6 1 2 1, 6 1 2 2 and 6 1 2 3 may be

- 6 2 1 current, former or retired,
- 6 2 2 practising or non-practising,
- 6 2 3 based within or outside the United Kingdom, or
- 6 2 4 practitioners, teachers or students of any legal system

6 3 No other persons may be Members

6 4 The Committee may establish different classes of Membership and Associate Membership and determine their respective privileges and duties

6 5 An Associate Member is a person who, having paid such membership fee and satisfied such requirements as the Committee may think fit, is entitled to call himself a member or associate member of the Company but is not a Member

7 MEMBERSHIP FEE

7 1 The Committee shall have power to set, vary or waive any membership fee for any Member or class of Members

7 2 The annual membership fee of the Company shall be payable on 1 February in each year for the then current calendar year by Members wishing to renew their Membership

7 3 A person who is elected to be a Member after 30 June in any year shall pay such proportion of the membership fee for that year as the Committee may decide, provided that for any year in which the Committee fails to decide such proportion by 30 June it shall be 50%

8. APPLICATION FOR AND ELECTION TO MEMBERSHIP

- 8 1 A person who wishes to be elected as a Member must deliver to the Secretary such membership application form as the latter may require or accept, together with the applicable membership fee
- 8 2 The Secretary shall as soon as practicable submit every application for Membership of the Company to the Committee by email or at the next practicable meeting
- 8 3 An applicant for Membership of the Company shall become a Member upon election by a majority of the Committee Members
- 8 4 The Committee may refuse to elect any person to Membership without giving reasons for doing so

9 RETIREMENT OF MEMBERS

- 9 1 A Member shall cease to be a Member -
- 9 1 1 if he gives to the Secretary (or, being the Secretary, gives to the Chairman) written notice of resignation of his Membership, and his name shall then be removed from the list of Members and he shall cease to be a Member as soon as his name has been removed from the list,
- 9 1 2 if he fails to pay any membership fee within two months after the due date of payment unless the Committee waives it under article 7 1, or
- 9 1 3 if expelled under article 10 1
- 9 2 Membership is not transferable

10 EXPULSION OF MEMBERS

- 10 1 If any Member is accused of any dishonourable, improper, or unprofessional conduct, on grounds which the Committee after investigation deem sufficient, a special meeting of the Committee must be convened to consider the accusation (of which meeting the Member accused must have 28 Clear Days' notice), and the Member may, after he has had the opportunity of explaining his conduct, by vote of three-quarters of the Committee Members present and voting on the question (there being not less than three Members present) be expelled from the Company and will then immediately forfeit his interest and privileges in the Company

11 RIGHTS OF MEMBERS

- 11 1 No right or privilege of any Member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by death, retirement, or otherwise

12. LIABILITY OF MEMBERS

- 12 1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for
- 12 1 1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- 12 1 2 payment of the costs, charges and expenses of winding up, and
- 12 1 3 adjustment of the rights of the contributories among themselves

13 GENERAL MEETINGS

- 13 1 The Company shall in each calendar year following the year of its incorporation hold a general meeting as its annual general meeting in addition to any other meetings in that period, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the Committee shall appoint. If notice prescribing a time and place for the annual general meeting is not dispatched to the Members on or before 1st October in any year the annual general meeting for that year shall be held at 6 00 pm on the first Wednesday in November at the registered office of the Company.
- 13 2 All general meetings other than annual general meetings shall be called special general meetings.
- 13 3 The Committee may, whenever it thinks fit, convene a special general meeting.
- 13 4 The Committee shall, on a requisition made in writing by any 10 or more Members, immediately proceed to convene a special general meeting. If it does not proceed to convene a meeting within 21 days after the date of the requisition, the requisitioners or a majority of them may themselves convene a meeting in accordance with section 305 of the Act.
- 13 5 Any requisition made by Members shall state the object of the meeting and the terms of any special resolution to be proposed, and shall be left at the registered office of the Company.
- 13 6 At least 15 Clear Days before every meeting, notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the Members in the manner stated in article 21, or in such other manner, if any, as may be prescribed by the Company in general meeting, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any general meeting.

14 PROCEEDINGS AT GENERAL MEETINGS

- 14 1 All business at any meeting shall be deemed special, with the exception at the annual general meeting of the consideration of the accounts and any documents annexed to them, the report of the Committee and the report of the auditors, the election of Committee Members in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 14 2 No business shall be transacted at any meeting unless a quorum of not less than four Members is present at the commencement of such business.
- 14 3 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 following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- 14 4 The Chairman or in his absence the Vice-Chairman (if any) or the Secretary shall preside as chairman at every general meeting of the Company.
- 14 5 If neither the Chairman nor the Vice-Chairman (if any) nor the Secretary is present at the time of holding a meeting the Members present shall choose some one of their number to be chairman of the meeting.
- 14 6 The chairman of the meeting may, with its consent, adjourn any 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.
- 14 7 At any general meeting a declaration by the chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact.
- 14 8 Every Member shall have one vote and no more. All votes shall be given personally.

15. PRINCIPAL OFFICERS, COMMITTEE AND HONORARY OFFICERS

- 15 1 The Principal Officers of the Company shall consist of
- 15 1 1 a Chairman,
 - 15 1 2 one or more Vice-Chairmen, if the Committee so decide,
 - 15 1 3 a Secretary,
 - 15 1 4 if the Committee so decides, a Membership Secretary,
 - 15 1 5 a Treasurer, unless such role is undertaken by the Secretary or Membership Secretary, and
 - 15 1 6 such other officers as the Committee may determine
- 15 2 The members of the Committee shall be the directors of the Company, shall be appointed, elected or co-opted as this article 15 provides, and shall comprise –
- 15 2 1 the Principal Officers, and
 - 15 2 2 such number of other persons as the Committee may determine
- 15 3 No person may be a Committee Member who is not a Member
- 15 4 Until the first annual general meeting the Committee shall comprise such Principal Officers and other Committee Members as the Subscriber shall appoint
- 15 5 The Principal Officers and Committee Members shall be elected annually at the annual general meeting and shall be eligible for re-election at the next annual general meeting
- 15 6 The Committee may appoint such persons as it thinks fit to fill any casual vacancy on the Committee or in any Principal Office arising between annual general meetings
- 15 7 The Committee may co-opt such persons as it thinks fit to membership of the Committee until the end of the next annual general meeting
- 15 8 The Committee may remove from its membership any person appointed under article 15 6 or co-opted under article 15 7 (and for the avoidance of doubt nothing in this article shall prevent such person from speaking and voting on the motion to remove him from such membership)
- 15 9 Any Principal Officer or other Committee Member may retire by giving two weeks' prior notice to the Secretary (or, being the Secretary, by giving such notice to the Chairman) Such notice shall be in writing or, if given orally, shall be confirmed in writing by the Secretary or (as the case may be) the Chairman Any Committee Member who notifies the Chairman, Secretary or Committee of his resignation without giving such such notice in writing shall vacate his office forthwith upon delivery of such confirmation in writing
- 15 10 If the number of Committee Members is reduced by death, retirement or otherwise below the number of three, the Committee shall as soon as practicable fill vacancies until there are at least five Committee Members
- 15 11 The Committee shall have control over all the affairs and property of the Company and may prescribe, alter or cancel rules for the regulation of the Company and shall exercise all such powers of the Company as it thinks fit except as otherwise provided by these articles
- 15 12 The Committee shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries
- 15 13 The Committee may confer on any individual (with his consent) the honorary title of Patron, President or Vice-President of the Company

16. COMMITTEE. MEETINGS

- 16 1 Meetings of the Committee shall be held not less than once in every alternate month or at such other intervals as the Committee may decide
- 16 2 In the absence of a programme of meetings, not less than two weeks' written or oral notice shall be given by the Secretary to Committee Members of every meeting, but in an emergency, at the discretion of the Chairman and Secretary, additional meetings may be called on not less than seven days' notice
- 16 3 Persons other than Committee Members (and whether or not Members) may attend any meeting of the Committee with the prior consent of the Committee or the Chairman, but such persons shall not be permitted to speak unless invited to do so by the Chairman
- 16 4 The quorum of the Committee shall be three
- 16 5 The Chairman or in his absence the Vice-Chairman (if any) or the Secretary shall preside as chairman at every meeting of the Committee
- 16 6 Decisions at meetings of the Committee shall be made by a simple majority and in the event of equality of voting the Chairman or the acting chairman of the meeting shall have a second or casting vote
- 16 7 Any Committee Member may request a decision by telephone, email or other distance communication. A decision by a majority of the Committee Members (excluding any who are taken to abstain by virtue of article 16 8) shall, subject to any rules made by the Committee, be valid and binding as if made by a majority of those present at one of its meetings
- 16 8 Unless the Committee otherwise decides, a Committee Member who does not respond to request under article 16 7 within 24 hours (as extended under article 16 9 where applicable) after its communication to him in accordance with articles 16 7 and 21 3 shall be taken to abstain
- 16 9 Where the period specified in article 16 8 would (apart from this article) expire during the Jewish Sabbath (Shabbat) or any Jewish Festival or Fast, according to the time in London, that period shall be extended until the corresponding time next occurring after Shabbat or (as the case may be) such Jewish Festival or Fast. By way of example, if a request is made at 2 00pm on a Friday, so that the period specified in article 16 8 would expire at 2 00pm on the following day (Shabbat), then (assuming no Jewish Festival or Fast) that period shall be extended until 2 00pm on the day after Shabbat (Sunday)

17. SECRETARY

- 17 1 Anything required or authorised to be done by or to the Secretary may if the office is vacant or if there is for any other reason no Secretary capable of acting be done by or to any assistant or deputy Secretary or, if there is none, by or to any officer of the Company authorised generally or specially in that behalf by the Committee

18. INDEMNITY AND FUNDING OF DEFENCE PROCEEDINGS AND LIABILITY INSURANCE

- 18 1 Subject to the provisions of and so far as may be permitted by and consistent with the Act, each current or former member of the Committee or other officer (other than an auditor) of the Company or any Associated Company may be indemnified out of the assets of the Company against
- 18 1 1 any liability incurred by or attaching to him/her in connection with any negligence, default, breach of duty or breach of trust in relation to the Company other than, in the case of a current or former member of the Committee
- 18 1 1 1 any liability to the Company or any Associated Company, and
- 18 1 1 2 any liability of the kind referred to in section 234(3) of the Act,

18 1 2 any liability incurred by or attaching to him/her in connection with the activities of the Company or any Associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act) other than a liability of the kind referred to in section 235(3) of the Act, and

18 1 3 any other liability incurred by or attaching to him/her in the actual or purported execution and/or discharge of his/her duties and/or the exercise or purported exercise of his/her powers

For the purpose of this article 18 1, references to "liability" shall include all costs and expenses incurred by the current or former member of the Committee or other officer (other than an auditor) in relation thereto

18 2 In this article 18, "Associated Company" means a company or other body corporate which is (or, where the context admits, was at any relevant time) associated with the Company for the purposes of section 256 of the Act

18 3 Subject to the provisions of and so far as may be permitted by the Act, the Committee may exercise all the powers of the Company to

18 3 1 provide any current or former member of the Committee or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him/her in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him/her in relation to the Company or any Associated Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the Act, and

18 3 2 do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the Act shall apply to any such provision of funds or other things so done For the purpose of this article 18 3, references to "director" in section 205(2) of the Act shall be deemed to include references to a former member of the Committee or other officer (other than an auditor) of the Company

18 4 Without prejudice to the provisions of article 18 1 1, the Company may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him/her in relation to the Company or any Associated Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "relevant office" means that of member of the Committee or other officer (other than an auditor) of the Company or any company which is or was an Associated Company or any predecessor in business of the Company or of any Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or former officer (other than an auditor) of the Company or of any Associated Company or of any such predecessor in business or their respective dependants

19. AUDITORS

19 1 Auditors shall be appointed and their duties regulated in accordance with the Act

20. APPLICATION OF INCOME AND PROPERTY

20 1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set forth in these articles, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise by way of profit, to the persons who at any time are or have been Members or to any of them, or to any person claiming through any of them, provided that nothing contained in these articles prevents

- 20 1 1 payment in good faith of remuneration to any officer or servant of the Company or to any Member or other person, in return for any services actually rendered to the Company, or
- 20 1 2 payment of interest at a reasonable commercial rate on money borrowed from a Member, or
- 20 1 3 payment of a reasonable and proper rent for any premises let by a Member to the Company

21 SEAL

- 21 1 If the Company has a seal it shall not be affixed to any instrument except by the authority of a resolution of the Committee, and except in the presence of at least the Chairman and the Secretary, both of whom shall sign the instrument

22. NOTICES

- 22 1 Notices and other formal communications under these articles shall be in writing and shall be sent by hand, by post or by suitable electronic means, or in such other manner as this Constitution may provide
- 22 2 Unless otherwise decided by the Committee, all Members shall provide an email address, and a notification is validly made if sent to such email address
- 22 3 Any notice given in accordance with these articles is to be treated for all purposes as having been received
 - 22 3 1 upon being sent by electronic means or delivered by hand to the relevant address,
 - 22 3 2 two Clear Days after being sent by first class post to that address,
 - 22 3 3 three Clear Days after being sent by second class post or overseas post to that address,
 - 22 3 4 on being handed to the Member personally or, if earlier, as soon as the Member acknowledges actual receipt
- 22 4 A technical defect in the giving of notice of which the Members or the Principal Officers are unaware at the time does not invalidate decisions taken at a meeting

23. WINDING UP

- 23 1 The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up
- 23 2 If, on the winding up or dissolution of the Company, any property remains after the satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company to be determined by the Committee at or before the time of dissolution or, in default, by any judge of the High Court of Justice who may have or have acquired jurisdiction in the matter, and if and so far as effect cannot be given to this provision, then to some charitable object

24 ADDITIONS, ALTERATIONS AND AMENDMENTS ETC

- 24 1 There shall be no addition, alteration or amendment made to or in these Articles of Company for the time being in force which would have the effect of the Company ceasing to be a company to which section 60 of the Companies Act 2006 applies