



SOBAL

SOCIETY OF BRITISH AND ARGENTINE LAWYERS

CONSTITUTION

The Association

1. The Society of British and Argentine Lawyers (SOBAL) is a Company Limited by Guarantee and not having a share capital, incorporated in the Companies Registry of England and Wales with the registration number: 12222898 (hereinafter “the Association”)
2. The objects for which the Association is established are as follows:
 - 2.1 to promote fellowship, good understanding and improved relations between the legal professions in Argentina and the United Kingdom;
 - 2.2 to develop and strengthen legal, business and cultural links between Argentina and the United Kingdom;
 - 2.3 to encourage mutual collaboration between lawyers in Argentina and the United Kingdom;
 - 2.4 to encourage and facilitate the education and training of United Kingdom and Argentine lawyers in Argentina and the United Kingdom law respectively;
 - 2.5 to create a directory for business networking;
 - 2.6 to exchange information and ideas in relation to professional training, access to justice and other legal topics of mutual interest on a bilateral basis; and
 - 2.7 to organise programmes of social and professional events which will:
 - (a) promote awareness and understanding of the legal systems of the two countries and the environments in which they operate; and
 - (b) develop closer professional relationships between the lawyers of the two countries.

3. The Association shall be composed of Individual Members, Corporate Members and student members as follows:

3.1 Individual Members:

The following shall be eligible to become individual Members:

- (a) members of any branch of the legal profession in the United Kingdom including:
 - (i) members of the judiciary
 - (ii) solicitors, notaries, barristers and
 - (iii) trainee solicitors, student notaries, trainee legal executives, pupil barristers, legal executives and paralegals;
- (b) members of any branch of the Argentine legal profession
- (c) lawyers qualified in jurisdictions other than the United Kingdom and Argentina, who are either in the United Kingdom or in Argentina and who have an interest in the objects of the Association;
- (d) members of the Society of Public Teachers of Law and of the Association of Law Teachers in the United Kingdom; and
- (e) teachers of Argentine law who are resident in the United Kingdom.

For this purpose, “members” shall include former members and “teachers” shall include former teachers;

each individual member shall be entitled to one voting right in the association’s AGM.

and

3.2 Corporate Members:

Corporate members shall include:

- (a) firms of solicitors and barristers’ chambers in the United Kingdom (limited to four representatives);
- (b) corporations, firms, and other organisations (non-legal) who have an interest in the objects of the Association.
- (c) Corporate members voting rights shall be limited to a maximum of four votes as set-out on paragraph 3.2 (a) and such voting limit shall be notified to the corporate member on joining the association.

3.3 Student Members:

- (a) law students in the United Kingdom or Argentina;
- (b) Student membership shall not carry with it voting rights.

Acquisition and Loss of Membership

- 4. Applications for membership of the Association:
 - 4.1 shall be made in writing to the Membership Secretary of the Association and signed by the applicant;
 - 4.2 shall contain full and proper details relating to the application and the subscription properly payable;
 - 4.3 shall be submitted to the Board of Directors for approval; and
 - 4.4 shall be determined by a majority vote of the Board of Directors.
- 5. Membership shall be terminated by notice in writing by the members, by expulsion or by death or by ceasing to be qualified for membership.
- 6. Notice of termination shall take effect at the end of the calendar year during which such notice has been given to the Membership Secretary.
- 7. A member can be expelled by the Board of Directors:
 - 7.1 for dishonourable or unprofessional conduct; or
 - 7.2 for failure to pay the annual subscription.

The member concerned is entitled to appeal against expulsion at an Annual General Meeting or at an Extraordinary General Meeting of the Association which may uphold or quash the decision of the Board of Directors by a simple majority.

Subscriptions

- 8. The annual subscription shall initially be:
 - 8.1 subject to the next sub-clause £75 in each calendar year for Individual Members;
 - 8.2 subject to the next sub-clause £250 in each calendar year for Corporate Members; and
 - 8.3 subject to the next sub-clause £30 in each calendar year for Student Members.
- 9. Subscriptions are payable yearly in advance.
- 10. Any increase or reduction in the annual subscription may be determined by resolution passed at any General Meeting of the Association.

11. The Board of Directors shall be entitled in special cases to reduce the amount of the annual subscription or to waive it altogether.

General Meetings

12. The Annual General Meeting shall be held once in each calendar year on such day as the Board of Directors shall determine.
13. The Chairman or, in his or her absence, the Vice-Chairman or, in his or her absence, a person nominated by the Board of Directors, shall preside at General Meetings of the Association. Unless otherwise expressly provided in this Constitution or in its Articles of Association each question shall be decided by a majority of votes. Each Ordinary Member of the Association shall have one vote on each question. Student members shall not have voting rights. The Chairman of the General Meeting shall have a second or casting vote.
14. The business of the Annual General Meeting shall consist of:
 - 14.1 the reception of the Chairman's report on the activities of the Association during the preceding year;
 - 14.2 the election of the Officers and the Members of the Board of Directors;
 - 14.3 the approval of the accounts of the Association;
 - 14.4 the appointment of an Auditor; and
 - 14.5 any other business of which notice may have been given or which may be permitted to be raised without notice.
15. Any member wishing to raise any matter at the Annual General Meeting shall give notice in writing thereof to the Secretary no later than three days before the date of the meeting.

PROVIDED THAT the Chairman of the meeting may allow any matter to be raised at the Annual General Meeting without such previous written notice as aforesaid.
16. In addition, the Board of Directors may convene General Meetings of the Association to transact any matter which the Board of Directors wishes to bring before the members. The provisions applicable to the Annual General Meeting shall mutatis mutandis apply to any such General Meeting subject to the provision that any member wishing to raise any matter at such meeting shall give notice in writing thereof to the Secretary not later than 10 days before the date of the meeting.
17. At all General Meetings of the Association the quorum shall be four Members.
18. Notice convening a General Meeting shall be sent by the Secretary to the members not less than 14 days before the meeting and shall specify the matters to be dealt with.

19. Subject to Clause 12, meetings of the Association shall take place at such places, dates and times as may be specified by the Board of Directors.

The Officers of the Association

20. The Officers of the Association shall be the Chairman, the Vice-Chairman, the Secretary, the Membership Secretary and the Treasurer. The Officers of the Association shall be elected to the Board of Directors from amongst the Members at the Annual General Meeting by a simple majority of the Members present.
21. The Board of Directors shall be entitled to elect an Honorary President and an Honorary Vice-President who shall be Additional Officers of the Association.

The Board of Directors

22. The Board of Directors shall consist of:
 - 22.1 the Officers of the Association;
 - 22.2 not more than three further Members of the Association elected in the Annual General Meeting by a simple majority of the Members present;
 - 22.3 not more than three members of the Association who are individuals co-opted by the Board of Directors;
 - 22.4 the Additional Officers (if any); and
 - 22.5 a person (if any) nominated by the Argentine corresponding association and co-opted by the Board of Directors.
23. The Officers and the other members of the Board of Directors shall retire at each Annual General Meeting but shall be eligible for re-election, and in any event, in compliance with the terms of its Articles of Association.
24. In the event of any vacancy in the other than by retirement at an Annual General Meeting the Board of Directors shall be entitled to fill such vacancy by co-option of another Member.
25. The Board of Directors shall fill any vacancy among the Officers occurring otherwise than by retirement at an Annual General Meeting.
26. The Board of Directors shall meet at least three times a year at regular intervals as well as on the request of the Chairman or in his or her absence, the Vice-Chairman, for the despatch of urgent business. Meetings shall be conducted by the Chairman or in his or her absence, the Vice-Chairman or, in his or her absence, a person nominated by the Board of Directors. The quorum of the Board of Directors shall be three Members including any two Officers of the Association. The Committee shall decide matters by a simple majority. In the case of equality of votes the person conducting the meeting shall have a second or casting vote.

Powers of the Board of Directors

27. The affairs of the Association shall be managed by the Board of Directors.
28. The Board of Directors shall have power to do all things reasonably necessary in order to achieve the objects of the association and (without prejudice to the generality of the foregoing) shall have power:
 - 28.1 to arrange lectures, seminars, meetings and conferences;
 - 28.2 to communicate with other institutions in the United Kingdom and elsewhere in relation to the objects of the Association;
 - 28.3 to convene the Annual General Meeting or any other General Meeting;
 - 28.4 to collect the Members' subscriptions;
 - 28.5 to prepare an annual account and submit the same to the Annual General Meeting;
 - 28.6 to record resolutions of the Board of Directors and those of the Annual General Meeting or of any Extraordinary General Meeting;
 - 28.7 to enter into monetary or other legally binding obligations on behalf of the Association and to apply the funds of the Association in satisfaction of those obligations; and
 - 28.8 to open bank accounts in the name of the Association and to deposit funds of the Association with any reputable financial institution, and PROVIDED ALWAYS that the written consent of any two of the Officers of the Association shall be required for any expenditure of the funds of the Association.
29. The Board of Directors shall have power to appoint sub-committees or sub-groups consisting of such members of the Board of Directors and such other members of the Association as the Committee shall from time to time select to carry out such activities and with such of its powers, except any power:
 - 29.1 relating to the expulsion of members;
 - 29.2 to incur any monetary or other legally binding obligation on behalf of the Association; and
 - 29.3 to vary or amend this constitution as the Board of Directors shall determine.
30. No sub-Committee or sub-group shall have the power to incur any expense on behalf of the Association or give any warranty or representation or enter into any commitment on behalf of the Association except to such extent as the Board of Directors from time to time specifically authorises in writing.

Alteration of Constitution

31. The members of the Association shall have power to alter the Constitution subject to approval thereof by a two-thirds majority vote at a General Meeting subject to such changes being consistent with the terms of its Articles of Association.

Expenses

32. Any expenses and outgoings for the Association incurred in holding meetings shall be borne by the funds of the Association including subscription fees. All expenses of the Committee reasonably incurred on behalf of the Association will be paid for by the Association.

Chairman's decision final

33. The decision of the Chairman of the meeting as to the result of the voting on any question shall be final and an entry in the minute book signed by the Chairman of the meeting shall be conclusive of the terms of any resolution and of its having been passed.

Minutes

34. The Secretary shall record in a minute book the proceedings of all General Meetings and meetings of the Board of Directors.

Register of Members

35. The Membership Secretary shall maintain a list of names and addresses of all members of the Association which may be inspected on notice by a member. The Secretary may keep such list on a computer or other medium and each of the members and past members of the Association shall be deemed to have consented thereto unless they shall have given written notice to the contrary to the Secretary.

Financial Year

36. The financial year of the Association shall end on the 31st March in each year to which day the accounts of the Association shall be balanced.

Audit of Accounts

37. The Board of Directors shall appoint as soon as practicable a suitable person to serve as the first Auditor. The Auditor shall audit the accounts of the Association before the Annual General Meeting. A vacancy occurring in the office of the Auditor during the year shall be filled by the Board of Directors.

Dissolution

38. If the number of members of the Association shall at any time fall below two or if at any time the Association shall pass in a meeting by a majority comprising at least two-thirds of the members present and entitled to vote a resolution of its intention to dissolve the Association such dissolution shall take effect immediately. In the event of the dissolution of the Association the available funds for the Association shall be transferred to such one or more charitable institutions having objects which include similar or reasonably similar to those hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Association at which the decision to dissolve the Association is confirmed.

ADOPTED 14TH JULY 1997

RE-ADOPTED 29th FEBRUARY 2012

RE-ADOPTED 22nd JUNE 2017

RE-ADOPTED 3rd SEPTEMBER 2020