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**RULES OF THE TUNBRIDGE WELLS,  
TONBRIDGE AND DISTRICT LAW SOCIETY**

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**THE TUNBRIDGE WELLS,  
TONBRIDGE AND DISTRICT LAW SOCIETY  
RULES**

**1. INTERPRETATION**

1.1 In these Rules, the following terms and expressions have the meanings set out below:

<b>AJA</b>	Administration of Justice Act 1985;
<b>Authorised Body</b>	a body that has been authorised by the SRA, to practise as a Licensed Body or a Recognised Body;
<b>Candidate</b>	a candidate for election to as a Member, Trainee Solicitor Member or Paralegal Member;
<b>Council</b>	Council of the Society;
<b>Councillor</b>	a Member appointed to serve on the Council (including any Member co-opted onto the Council);
<b>Executive Council</b>	has the meaning ascribed in Rule 8.3;
<b>Firm</b>	an Authorised Body, a Recognised Sole Practitioner or a body or person which is authorised by the SRA as a recognised body or recognised sole practitioner;
<b>General Meeting</b>	a meeting of the Members and, where the context so admits, including a Special General Meeting;
<b>Law Society</b>	the Law Society of England and Wales;
<b>LeO</b>	the Legal Ombudsman for England and Wales, established by the Office for Legal Complaints pursuant to the LSA;
<b>Licensed Body</b>	a body that has been granted a licence by the SRA to undertake Reserved Legal Activities;
<b>LSA</b>	the Legal Services Act 2007;
<b>LSB</b>	the Legal Services Board established pursuant to the LSA;
<b>Meeting</b>	a General Meeting (including an Annual General Meeting), Council Meeting, Executive Council Meeting or Committee Meeting as the context requires;
<b>Member</b>	a person who is admitted as a member of the Society (and for the avoidance of doubt a Member cannot also be an Honorary Member, Trainee Solicitor Member or Paralegal Member);
<b>Membership</b>	the membership of a Member, Trainee Solicitor Member or

	Paralegal Member;
<b>Membership Group</b>	Members, Trainee Solicitor Members Paralegal Members and the staffs of their respective Firms;
<b>Non-Solicitor Lawyer</b>	an individual who is not admitted as a Solicitor but who is: permitted to practise as a manager of a Recognised Body; or permitted to practise as a manager of a Licensed Body; or a Fellow of the Chartered Institute of Legal Executives;
<b>Officers</b>	those Members appointed to serve in the roles specified in Rule 8.1;
<b>Paralegal Member</b>	a person employed by a Recognised Body or Licensed Body with a substantial fee-earning function and who is admitted to the Society pursuant to Rule 4.5;
<b>Recognised Body</b>	a body recognised by the SRA under section 9 of the AJA;
<b>Recognised Sole Practitioner</b>	a solicitor or REL authorised by the SRA under section 1B of the Solicitors Act 1974 to practise as a sole practitioner;
<b>REL</b>	Registered European Lawyer;
<b>Reserved Legal Activities</b>	has the meaning given to that term pursuant to section 12 LSA which are, in brief:  the exercise of a right of audience;  the conduct of litigation;  reserved instrument activities;  probate activities;  notarial activities; and  the administration of oaths;
<b>Resolution</b>	a resolution by show of hands or on a poll passed at a General Meeting by a majority of the Members present in person or by proxy and voting or a majority of votes cast electronically;
<b>Society</b>	The Tunbridge Wells, Tonbridge and District Law Society;
<b>Special General Meeting</b>	has the meaning ascribed in Rule 9.3;
<b>Special</b>	a resolution passed at a General Meeting by a majority of three-quarters of the Members voting in person, by proxy or

<b>Resolution</b>	electronically;
<b>SRA</b>	Solicitors Regulation Authority the independent regulatory body of the Law Society, the SRA carries out all regulatory functions assigned to the Law Society under the LSA;
<b>Territory</b>	the counties of Kent and East Sussex; and
<b>Trainee Solicitor Member</b>	a person who works under a training contract compliant with the requirements of the SRA with a Recognised Body within the Territory and who is admitted to the Society pursuant to Rule 4.3.

1.2 In these Rules:

- 1.2.1 words in the singular include the plural meaning and words in the plural include the singular meaning;
- 1.2.2 any reference to a term which not defined shall be interpreted to reflect the relevant meaning given either in the LSA or SRA handbook (in that order);
- 1.2.3 references to Rules mean to these rules which are the constitution of the Society;
- 1.2.4 headings are for reference only and do not affect the meaning of these Rules;
- 1.2.5 references to any act, regulation, code of practice or statutory order include any change, re-enactment, consolidation or extension from time to time of the act, regulation, code of practice or statutory order; and
- 1.2.6 references to the giving of any notice in writing shall include use of email and such electronic means as shall be approved by the Executive Council from time to time.

2. **THE NAME**

- 2.1 The Society shall be called The Tunbridge Wells, Tonbridge and District Law Society.
- 2.2 The Society may adopt such other name as the Council shall at any time determine for the purposes of its activities.

3. **THE TERRITORY**

The Territory may be altered by Resolution of the Members.

4. **MEMBERSHIP**

- 4.1 The following shall be eligible as Members:

- 4.1.1 all Solicitors of the Senior Courts in England and Wales practising, employed or resident within the Territory;
- 4.1.2 all Non-Solicitor Lawyers practising, employed or resident within the Territory;

- 4.1.3 Registered Foreign Lawyers who are lawyers of a jurisdiction other than England and Wales registered with the SRA under section 89 of the Courts and Legal Services Act 1990 to permit them to practise as a manager of a Recognised Body, who are at the time of joining the Society practising, employed or resident within the Territory;
- 4.1.4 RELs who are registered with the SRA under regulation 17 of the European Communities (Lawyer's Practice) Regulations 2000 (S.I. 2000 No. 1119), who are at the time of joining the Society practising, employed or resident within the Territory.
- 4.2 Any Member who ceases to practice, be employed or reside in the Territory may remain a Member.
- 4.3 A person eligible to be a Trainee Solicitor Member may be admitted as such by virtue of a resolution of the Executive Council or the Council.
- 4.4 Upon qualification, a Trainee Solicitor Member will automatically become a Member, subject to Rule 4.1.1 above.
- 4.5 A person eligible to be a Paralegal Member may be admitted as a Paralegal Member by virtue of a resolution of the Executive Council or the Council.

## 5. **OBJECTS OF THE SOCIETY**

- 5.1 The objects for which the Society shall exist are to:
  - 5.1.1 consider issues affecting the:
    - (a) access to and the administration of justice in the United Kingdom and elsewhere, and particularly in the Territory;
    - (b) supply of legal services;
    - (c) interests of Solicitors, particularly the Members;
    - (d) interests of Membership Groups; and
    - (e) interests of the legal profession (whether directly or indirectly);
  - 5.1.2 make such representations to such relevant bodies as the body representing the Members as the Society shall think fit from time to time;
  - 5.1.3 advertise or otherwise notify the views of the Society to the world at large;
  - 5.1.4 petition Parliament, the LSB, the SRA, the Law Society of England and Wales or other body;
  - 5.1.5 initiate and respond to discussions concerning professional matters;
  - 5.1.6 advocate changes of law or practice, and to promote improvements in the principles and administration of the law;
  - 5.1.7 promote, protect and support the character, status, rights and interests of the legal profession generally, and particularly of Members, Trainee

- Solicitor Members and Paralegal Members and those affiliated to each Membership Group;
- 5.1.8 provide social, educative and other amenities and facilities for Members;
  - 5.1.9 provide prizes and awards to those affiliated to each Membership Group to encourage the study of the law and its best practice;
  - 5.1.10 publish information and comment concerning any of the Society's objects or matters which may impinge upon them;
  - 5.1.11 promote honourable legal practice;
  - 5.1.12 repress legal malpractice;
  - 5.1.13 settle disputed points of legal practice;
  - 5.1.14 decide questions of legal professional usage or courtesy between or among Recognised Bodies and Solicitors, particularly those between Members and/or Trainee Solicitor Members and/or Paralegal Members;
  - 5.1.15 amalgamate with, or affiliate to, or subscribe to any other professional body having the same or similar objects;
  - 5.1.16 purchase, take on lease, or exchange, hire or otherwise acquire any real and personal property and any rights and privileges necessary or convenient for the purposes of the Society;
  - 5.1.17 sell, improve, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Society and to borrow any monies required for the purposes of the Society upon such securities as may be determined;
  - 5.1.18 consider and take any action which may be thought desirable on all questions affecting the interests of the profession at large, or the alteration or administration of the law; and in particular, to make representations on such matters to the government, the Law Society, the SRA, the LSB, LeO, and any other appropriate bodies; and
  - 5.1.19 raise monies for the purpose of establishing a benevolent fund for charitable objects including the grant of financial aid to any Member past or present or their next of kin in need of assistance.
- 5.2 The Society may do such things and take any steps to collect Annual Subscriptions and any other subscriptions, fees and levies.
  - 5.3 The Society may do all such other things as are incidental or conducive to the attainment of the objects set out in these Rules.
  - 5.4 The Society may establish a trading company or other business vehicle for the purposes of attaining its objectives as set out in these Rules.
  - 5.5 The Society may change or amend its objectives as set out in this Rule 5 at any time by Special Resolution.

## 6. ELECTION OF MEMBERS

- 6.1 A Candidate must be proposed by one and seconded by another Member and must send to the Secretary an application in writing or by email stating their full name and business or home address and the names of the Members intending to propose and second him.
- 6.2 The election of a Candidate shall be determined by upon a resolution of the Council.
- 6.3 On admission a Member shall be entitled to receive a copy of these Rules.
- 6.4 A rejected Candidate shall not, without the consent of the Council, be eligible again for election until after one year from the Meeting at which he was last proposed.
- 6.5 The Society may, at any General Meeting, elect any persons, being Judges or non-practising Barristers or Solicitors, to be Honorary Members. Such Honorary Members shall not be required to pay an entrance fee or subscription.

## 7. CESSATION OF MEMBERSHIP

- 7.1 Membership shall cease:
- 7.1.1 where the Member, Trainee Solicitor Member or Paralegal Member (in this Rule 7, a **Relevant Person**) gives notice to the Society that he wishes to cease to be a Member, immediately following the acceptance of such cessation by the Executive Council or the Council;
  - 7.1.2 where the Relevant Person's Annual Subscription is in arrears after six months following the due date, immediately upon a resolution to such effect is passed by either the Executive Council or the Council;
  - 7.1.3 in the event that the Society is dissolved following the procedure pursuant to Rule 15; or
  - 7.1.4 immediately upon expulsion.
- 7.2 Any Relevant Person may be expelled from the Society by Special Resolution.
- 7.3 The grounds upon which a Relevant Person may be expelled are:
- 7.3.1 material breach or non-observance of these Rules; or
  - 7.3.2 dishonourable, unprofessional or improper conduct.
- 7.4 A Relevant Person whose conduct is complained of shall have not less than ten clear days' previous notice in writing from the Secretary, sent to him by registered post, addressed to his last known place of abode or business in England, that a motion is intended to be moved against him, and such notice shall state generally the nature and grounds of complaint and invite his attendance.
- 7.5 Where any Membership shall cease for any reason the Relevant Person shall not be entitled to any refund of any Annual Subscription save and except to the extent that such funds are available at dissolution for distribution amongst the eligible Members.

**8. THE OFFICERS, THE EXECUTIVE COUNCIL AND THE COUNCIL**

- 8.1 The Officers are a President, a Vice President, a Deputy Vice President, a Secretary and a Treasurer, together with such other officers as the Council may determine or Members approve by Resolution from time to time.
- 8.2 The Council shall manage the affairs of the Society and shall comprise the Officers, the immediate past President of the Society, not more than ten Councillors and, if so appointed, an administrator.
- 8.3 The Executive Council shall comprise the following Officers where, in each case, a person is appointed to such Office:
- 8.3.1 the President;
  - 8.3.2 the Vice-President,
  - 8.3.3 the Deputy Vice-President;
  - 8.3.4 the Secretary;
  - 8.3.5 the Treasurer; and
  - 8.3.6 the administrator.
- 8.4 All Officers and Councillors (except the immediate past-President) shall be elected annually at the Annual General Meeting by a majority of the Members voting.
- 8.5 Councillors shall be eligible for re-election, save that elected Councillors who have served three years on the Council shall not be eligible for election for one year.
- 8.6 Officers shall be eligible for re-election or for election as an Officer or Councillor.
- 8.7 The Council shall have the following powers:
- 8.7.1 to co-opt additional members of the Council;
  - 8.7.2 to employ and pay for any assistance required by the Officers in due discharge of their duties, including a paid administrator;
  - 8.7.3 to form and delegate to sub-committee and to invite additional Members who are not members of the Council to serve on sub-committees;
  - 8.7.4 from time to time to make, repeal and amend bye-laws for the good management control and conduct of the Society provided that the same shall not be inconsistent with these Rules;
  - 8.7.5 to call Council Meetings and Executive Council Meetings; and
  - 8.7.6 to apply the funds of the Society according to its Rules.
- 8.8 The Executive Council shall have the following powers:
- 8.8.1 to produce the agenda for meetings of the Council;
  - 8.8.2 to propose committees of the Council for special purposes;



- 8.8.3 to promote the activities of the Society;
  - 8.8.4 to direct the activities of the Society through the Council; and
  - 8.8.5 to consider ideas and proposals generally.
- 8.9 In case a vacancy shall occur in the office of President, Vice-President, Deputy Vice-President, Secretary, Treasurer or elected Councillor or in the appointment of an Auditor such vacancy shall be filled by the direction of the Council.
- 8.10 The quorum of any Council Meeting shall be five.
- 8.11 The quorum of any Executive Council Meeting shall be three.
- 8.12 Not less than three days' notice of a Council meeting shall be given in writing to all Councillors.
- 8.13 All candidates for election as Councillors and as Officers must be nominated in writing. Nominations must be sent so as to reach the Secretary not less than seven clear days before the day appointed for the Annual General Meeting. A list of the nominations shall be circulated with the Annual Report and Statement of Accounts not less than three clear days before the Annual General Meeting.

## 9. **GENERAL MEETINGS**

- 9.1 A General Meeting of the Society shall be held not less than once in each calendar year.
- 9.2 In each year one General Meeting shall be designated as the Annual General Meeting.
- 9.3 A Special General Meeting of the Society shall be called by the Secretary on the written requisition of the President or of any ten Members (not all of them practising with the same firm) stating the purpose of the proposed Meeting. Any such Meeting shall be convened within 12 weeks of the requisition.
- 9.4 A General Meeting may be held and conducted in such a way that persons who are not present together at the same place may by electronic means attend and vote at it.
- 9.5 The Council may require reasonable evidence of the Membership of any person in order to participate in any General Meeting whether in person or by electronic means.
- 9.6 Seven days' clear notice at least of every General Meeting and its agenda or for the purposes of a postal or electronic vote shall be given by the Secretary to each Member by written or electronic notice.
- 9.7 The business of any Special General Meeting shall be confined to the objects expressed in the notice calling such Special General Meeting.
- 9.8 Notice may be given in any of the following ways:
- 9.8.1 By post or DX to the usual or last known address or DX of the Member, Trainee Solicitor Member or Paralegal Member as recorded in Society's

records in which case service is deemed to have taken place two days later;

- 9.8.2 By such electronic means (including, but not limited to, email) to the usual or last known address of the Member, Trainee Solicitor Member or Paralegal Member as recorded in the Society's records in which case service is deemed to have taken place on the day of transmission, unless transmission is after 4.00pm, in which case service is deemed to have taken place the next day.
- 9.9 Except for special purposes, as provided by these Rules, ten Members present in person, by proxy or by electronic means shall be a quorum at any General Meeting.
- 9.10 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- 9.11 A Member, Trainee Solicitor Member or Paralegal Member wishing to raise a matter at a General Meeting shall give to the Society 3 days' notice in writing of the matter intended to be raised.
- 9.12 No objection shall be raised to the qualification of any voter, except at the General Meeting or adjourned General Meeting at which the vote to which an objection is tendered, or prior to or during the General Meeting conducted by electronic means. Every vote not disallowed at the Meeting or by electronic confirmation issued by the Secretary (in the case of an electronic vote) shall be valid. Any objection made in due time shall be referred to the chairman of the Meeting whose decision shall be final and conclusive.
- 9.13 An Honorary Member shall not be entitled to attend or vote at any Meeting.
- 9.14 A Trainee Solicitor Member or Paralegal Member shall not be entitled to vote at General Meetings and shall be entitled to such rights as the Officers may from time to time decide.
10. **PROCEEDINGS AT MEETINGS**
- 10.1 The President shall act as the chairman at all Meetings, but, if the President is absent the Vice-President shall act as the chairman.
- 10.2 If neither the President nor the Vice-President is in attendance, the Deputy Vice-President shall act as the chairman.
- 10.3 In the event that none of the President, Vice-President and Deputy Vice-President is in attendance, the Meeting shall select a chairman.
- 10.4 Except as otherwise provided by these Rules, all proceedings shall be brought forward by way of motion and amendment, duly made and seconded and put by the chairman, and shall be determined by the votes of a majority of the Members entitled to attend and participate then present and voting whether in person, by proxy or by electronic means.
- 10.5 In the case of an equality of votes, the chairman shall have a second or casting vote.

- 10.6 Each question to be decided at a Meeting shall be decided by a show of hands, on a poll, by electronic voting or in such other manner as the chairman of the Meeting shall determine.
- 10.7 Where a Member participates in a Meeting electronically, each question shall be decided by such electronic voting system as the chairman of the Meeting shall determine.
- 10.8 Any matter that could be put to a General Meeting or Special General Meeting may be determined by a written resolution signed by not less than 75 per cent of the Members who have paid their Annual Subscription, if in paper writing, or being sent by electronic means by such percentage of eligible Members.

## 11. **POWERS AND PROCEEDINGS OF THE COUNCIL**

- 11.1 The Council shall have a power to expend the funds of the Society on any purpose comparable with these Rules. The Council shall have power to dispose of the funds of the Society on such objects and expenses as it shall see fit.
- 11.2 The Council shall proceed on the basis of common consent whenever possible. If that is not possible any decision shall be made by an ordinary majority.
- 11.3 On the request of three Councillors or of any three Members (not all of them practising with the same firm) the Secretary shall at any time summon a Meeting of the Council by not less than three days' notice in writing served upon all Councillors.
- 11.4 A Councillor who is absent from England and Wales shall not be entitled to notice of a Meeting.
- 11.5 Any resolution:
- 11.5.1 passed at a Meeting of the Council, of which written notice has been duly given to all Councillors entitled to such notice; or
  - 11.5.2 where defective notice was given of a Meeting of the Council, which shall be ratified and confirmed in writing by not less than 75 per cent of all Councillors entitled to such notice within one month after it has been so passed,
- shall be valid and effectual.
- 11.6 All bona fide acts of any committee of the Council shall be as valid as if they were acts of the Council.
- 11.7 In the event that it is afterwards discovered that there was some defect in the appointment of any such committee of the Council every act properly believed to be bona fide shall be ratified as such by the Council.

## 12. **SUBSCRIPTIONS**

- 12.1 The Annual Subscription payable by each Member, Trainee Solicitor Member or Paralegal Member shall be determined by Resolution, in respect of each year ending on 31 October.

12.2 The first Annual Subscription shall be payable within 14 days after admission as a Member and all subsequent Annual Subscriptions shall be payable on the last day of November in each year.

12.3 No Member shall be entitled to vote at any Meeting nor shall be entitled to any of the privileges of Membership whilst his Annual Subscription is in arrears.

13. **ACCOUNTS AND AUDIT**

13.1 The Accounts of the Society shall be made up to 31 October in every year.

13.2 Two Members shall be appointed at a General Meeting for the purpose of acting as Auditors of the Society's accounts.

13.3 The audited Accounts of the Society for the period ending on the immediately preceding 31 October shall be laid before a General Meeting of the Society, for approval by the Members by Resolution.

13.4 In the event that the audited Accounts are not approved by Resolution, such audited Accounts shall be submitted to a firm of chartered accountants for the purposes of obtaining a certificate that such audited Accounts give a true and fair view. Such firm of chartered accountants shall be requested to make any amendments to the audited Accounts as may be necessary in order to give such certificate.

13.5 In the event that one Auditor is absent, then a further Member may be appointed by the other Auditor for that purpose.

14. **ALTERATION TO RULES**

The Society shall by Special Resolution, have power to repeal, alter, add to or amend any of these Rules.

15. **DISSOLUTION**

15.1 The Society shall be dissolved upon a Special Resolution to that effect.

15.2 No person shall be admitted to Membership nor any Annual Subscription accepted, at any time after a Special Resolution to dissolve the Society has been passed by the Society, pursuant to Rule 15.1.

15.3 After the passing of a Special Resolution to dissolve the Society, pursuant to Rule 15.1, a majority of the Members present at the General Meeting at which such Special Resolution shall be passed shall have the power of disposition of the books and property of the Society.

15.4 After discharge of all liabilities, the Society's property shall be divided among all the then Members rateably and in proportion to the amount each one shall have paid in the Annual Subscription payable in that year and upon the completion of such division the Society shall be dissolved. For the avoidance of doubt, no Trainee Solicitor Member or Paralegal Member shall be entitled to participate in such division of the Society's property.

16. **INTERPRETATION**

Any questions as to the interpretation of these Rules or any alleged breach or dispute in connection therewith shall be referred to the President of the Law Society of England and Wales for determination.