

# **Solicitors' Benevolent Association**

INSTITUTED 1863

**Proposed revision of Rules as redrafted by subcommittee and  
agreed at meeting of Directors on 10 August 2020**

## **RULES of Solicitors' Benevolent Association**

RCN 20001438

CHY 892

**Adopted [2020]**

### Offices of the Association

Law Society of Ireland  
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Ireland

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# **Solicitors' Benevolent Association**

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# **Solicitors' Benevolent Association**

## **1. Name and Constitution**

The name of the association is "Solicitors' Benevolent Association" ("the Association"), and the constitution of the Association is as a voluntary and unincorporated body. The Association consists of its members ("Members") and is constituted for the charitable objects as specified in Rule 4.

## **2. Membership**

### **2.1 Any person**

- (a) who has been admitted as a solicitor either in the Republic of Ireland or in Northern Ireland (together "Ireland"),
  - (b) who has practised as a solicitor following admission,
  - (c) who applies to become a Member,
  - (d) and who shall pay the prescribed subscription on making such application,
- shall be entitled to be admitted to membership of the Association.

2.2 The Board of Directors may decide to admit to membership of the Association any other person or class of persons, and on the application of any such person to become a Member, and on his or her payment of the prescribed subscription, then such person shall be entitled to membership of the Association.

## **3. Membership Subscription**

3.1 The prescribed Membership subscription shall be either –

- (a) the annual subscription as determined by the Directors at each annual general meeting, or
- (b) a lifetime subscription (payable once only during the lifetime of the Member) in the amount determined by the Directors at the last preceding annual general meeting.

3.2 Ordinary Members and life Members shall have the same rights and obligations without any distinction as Members, save in the amount and frequency of their respective Membership subscriptions.

3.3 For ordinary Members the annual Membership subscription shall be payable on 1<sup>st</sup> January in each year.

#### **4. Objects of the Association**

The Association is a charitable association with the following main object:  
To provide relief, aid and advice to Members of the Association, to current or former members of the solicitors' profession in Ireland, and to their dependents as hereinafter defined, whose life circumstances may have brought them into poverty or any material need, through any cause. For the purposes of this clause, "dependents" shall include such persons who in their relationship to the person seeking relief, aid or advice would ordinarily be considered as part of the dependent family of that person, specifically including spouses, partners and children. In special circumstances, the Directors may, at their discretion, include other related persons as dependents.

#### **5. Board of Directors and Secretary**

- 5.1 The Members shall elect not less than sixteen (16) of their number as directors ("Directors", or together "Board") annually at the annual general meeting of the Association. The Board shall have power, from time to time in the meantime, to fill vacancies, and the persons so co-opted shall remain in office until the next Annual General Meeting and shall then be eligible for re-election.
- 5.2 On being elected, the Board shall be responsible for the management of the Association in accordance with these Rules.
- 5.3 No Member shall be eligible to be elected a Director unless nominated in writing by at least two Members, the nomination being transmitted to the Secretary at least ten days prior to the day of election.
- 5.4 Notwithstanding the last preceding Rule, the Directors in place at the Annual General Meeting shall be eligible for re-election without nomination.
- 5.5 The Directors may establish a sub-committee for any purpose, and the chairperson of such sub-committee shall be appointed by the Directors. A sub-committee shall comprise not less than three Members, and three Members present at a meeting of the sub-committee shall form a quorum. The sub-committee may be dissolved at any time by the Board.
- 5.6 The Board shall have power to limit the number of years a Member may serve as a Director.
- 5.7 The office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.
- 5.8 The Directors shall appoint a Member of the Association to be Secretary of the Association on such terms as they shall determine, including the remuneration to be paid to the holder of the office. No Director may be appointed as Secretary while holding the office of Director. The duties of the Secretary shall include organizing and administering meetings, preparing agendas, taking and preparing minutes, sending updated information and Annual Reports to the Charities Regulator and other duties ancillary to the office of Secretary.

## **6. Chairperson and quorum**

- 6.1 The Board of Directors shall elect one of their number as Chairperson and another as Deputy Chairperson, and the Chairperson and Deputy Chairperson may continue in office until either they or the Board shall decide otherwise and a new Director is appointed to either position or to both.
- 6.2 All meetings of the Board of Directors shall be chaired by the Chairperson or, in his/her absence, by the Deputy Chairperson. The Directors present may choose one of their number to be Chairperson of a meeting in the absence of the Chairperson or the Deputy-Chairperson at that meeting.
- 6.3 Five Directors present at a meeting shall form a quorum, and, after the Chair shall be taken, the Chairperson shall not give place to any Director, unless he/she shall be obliged to leave the room.
- 6.4 Each Director speaking shall address the Chair, and the proposer of a resolution shall have a right to reply before a vote is taken.

## **7. Board Minutes**

Minutes of the proceedings of the Directors shall be taken by the Secretary, or, in his/her absence, by some other person to be appointed by the Chairperson, which Minutes shall be afterwards copied fairly into a Minute Book to be kept for that purpose, and signed by the Chairperson of the next meeting.

## **8. Proceedings of the Board of Directors**

At all Meeting of the Directors the business shall be proceeded with in the following order:-

- 1<sup>st</sup> A minute's silence of reflection;
- 2<sup>nd</sup> The Minutes of the previous Meeting to be read, corrected if necessary, and signed by the Chairperson;
- 3<sup>rd</sup> A Statement of Funds standing to the credit of the Association in all bank accounts shall be prepared by the Secretary and submitted to the meeting;
- 4<sup>th</sup> All applications for relief to be considered, and decisions on relief made;
- 5<sup>th</sup> Letters and reports of sub-committees to be read, and instructions thereon made;
- 6<sup>th</sup> Motions, of which notice has been given, to be considered; and
- 7<sup>th</sup> Notices of matters for consideration at and the date of the next Meeting.

No other subjects to be discussed until all above business is disposed of. All questions shall be decided by the majority of the Directors present, and in case of an equality of votes, the Chairperson shall have a casting vote.

## **9. Moneys of the Association**

At each Meeting the Secretary shall lay before the Directors a statement of all moneys received and paid by him/her for the Association since she/he shall have last stated same. All moneys received shall be lodged in a bank to the credit of the Association

and all cheques on the bank shall be drawn by order of the Directors and signed by two Directors or by one Director and the Secretary.

## **10. Applications for Relief**

10.1 All applications for relief including reviews shall be made on the forms approved by the Directors, which the Secretary shall furnish to any person requiring same.

10.2 Each application shall be accompanied by a certificate from at least two Members of the Association stating their knowledge of the circumstances of the applicant to be as represented, or, where from any cause this shall be impossible or impractical to procure, a similar certificate from a Member of the Association and from one of the following: a second Member of the Association, a clergyman, accountant, doctor or solicitor, who shall state their knowledge of the circumstances of the applicant.

10.3 The Secretary shall prepare a list of all applications received by him/her since the preceding Meeting and shall lay the papers connected with each application before the Directors for consideration. The Board shall consider and vote on each application for relief at their monthly meetings, and any payments may only be made following approval at such meetings. All grants payable to beneficiaries shall be voted on and approved at each meeting of the Directors.

## **11. General Meetings, Conduct of Meetings**

11.1 An Annual General Meeting of the Association shall be held in each year, at such place and time as shall be appointed by the Directors, of which fourteen days' notice shall be given, with power to the Directors to hold other general meetings should they think it prudent.

11.2 Special General Meetings, of which a like notice shall be given, specifying their objects, may be called by the Directors on their own motion, or on a requisition in writing to them, signed by not less than ten Members.

11.3 The quorum for any general meeting shall be not less than twelve members, and any resolution must be passed by the votes of two-thirds of the Members present and voting.

11.4 The Directors shall make a report of the proceedings of the Association and provide a full statement of its funds at the Annual General Meeting.

11.5 At the Annual General Meeting, an Accountant or firm of Accountants approved of by the Directors shall be appointed Auditors of the accounts for the ensuing year.

11.6 Any meeting required to be held under these Rules may be conducted by electronic means, provided that at any such meeting so conducted the majority of the participants, not being less than the quorum required for such meeting, may hear and speak to those so present. The decision that a meeting shall be so conducted may be taken by the Chairperson, who shall give not less than forty-eight hours' notice to the intended participants.

## **12. Accounts of the Association**

The Association shall maintain a full and complete set of accounts relating to the moneys, assets and liabilities of the Association, and shall have these accounts audited annually. Such annual audited accounts shall be kept and made available to the Charities Regulator and, on request, to the Revenue Commissioners.

## **13. Executive Trustees**

- 13.1 The Directors shall appoint four directors as Executive Trustees of the Association. The Executive Trustees shall be appointed annually at the first meeting of the Board of Directors following on the annual general meeting.
- 13.2 There shall not be less than four Executive Trustees, and the Directors shall without undue delay fill any vacancy occasioned by death, resignation, termination of membership, or any other cause.
- 13.3 The invested funds and any other property of the Association shall be vested in the Executive Trustees who may, with the consent of the Board of Directors, have the investments or other property inscribed in the name of a nominee company approved by the Directors, but so that full control of the investments and property remains at all times in the Board of the Association.
- 13.4 The office of Executive Trustee shall be vacated automatically if for any reason the Executive Trustee ceases to be a Director of the Association.
- 13.5 The quorum for a meeting of the Executive Trustees shall be two.

## **14. Investment Funds and Property**

- 14.1 All monies of the Association available for investment may at the complete and absolute discretion of the Board of Directors be invested in the purchase of or at the interest upon the security of such stocks, funds, shares, securities, real or personal property or other investments of whatsoever nature and wheresoever situate and whether involving liability or not, and the Executive Trustees with the sanction of the Directors shall be at liberty from time to time to vary and transpose such securities into or for others of the same or a like nature.
- 14.2 The income and property of the Association, shall be applied solely towards the promotion of its main objects as set forth in these Rules. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.
- 14.3 No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefits in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of: (a) Reasonable and proper remuneration to any member of the Association (not being a Director) for any services rendered to the Association; (b) Reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the

Association; (c) Fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

## **15. Power to Borrow**

The Directors shall have power to borrow, on behalf of the Association, by way of overdraft, term loan, loan account, or otherwise, from the Association's bankers, with interest in the category of the accommodation granted, such amount of money either at one time or from time to time as it may deem proper, such borrowings to be effected in the name of the Association. The Directors may give security for such borrowings and interest thereon by the issue of bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association, and thereupon the Executive Trustees shall at the direction of the Directors make all such dispositions of the property of the Association or any part thereof and enter into such agreements in relation thereto as the Directors may deem proper for giving such security.

## **16. Directors' liability insurances**

The Directors shall have power to insure any or all of the Directors and Secretary against personal liability incurred or alleged in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he/she acted in good faith and in the performance of his/her functions as a director or secretary as the case may be.

## **17. Alteration of Rules**

17.1 The Rules of the Association may, from time to time, be abrogated or altered or new Rules may be made at any Special or Annual General Meeting, provided same have been previously approved in writing by the Charities Regulator and provided that no amendment or alteration to such Rules shall be made which would have the effect of causing the Association to cease to be a charitable association in Ireland.

17.2 Advance notice in writing of any proposed change must be given to the Charities Regulator for approval in accord with the Charities Act, 2009, and the amendments shall not take effect until such approval is received.

17.3 Notice of any motion for any abrogation, alteration, or new Rules must be given in writing to the Secretary twenty-eight days before the Meeting, and the Secretary shall transmit a copy of such notice to the Members fourteen days before the day of the Meeting.

17.4 Any notice required to be given by the Association shall be deemed given if delivered by hand, sent by post, or by electronic mail. Notices shall be deemed to be properly addressed, if addressed to an address (or email address) given to the Law Society of Ireland or the Law Society of Northern Ireland or if included in



an electronic communication issued by such Societies to its members or in a printed communication issued to such members.

## **18. Winding up**

- 18.1 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association.
- 18.2 The institution or institutions to which the assets and property of the Association is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Rules.
- 18.3 Subject to the provisions of the Charities Act, 2009, the Members of the Association in a Special General Meeting shall select the relevant institution or institutions to which the remaining assets and property of the Association available on the dissolution are to be transferred, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable body having similar objects *mutatis mutandis* to the Association with the agreement of the Charities Regulator.
- 18.4 Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with details of the recipients and terms of the transfer.