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## **Fish Legal**

PD22 - Fish Legal Rules

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### THE RULES OF FISH LEGAL (the “Rules”)

Fish Legal (“**Fish Legal**” or the “**Association**”) is an unincorporated association of members which, amongst other things, provides legal advice to its members.

1. The objects of Fish Legal (the “**Objects**”) are:

- a. To promote and encourage the conservation, maintenance and improvement of the water quality and good ecological status of rivers, lakes, other freshwater bodies, estuarine and coastal waters of the UK.
- b. To promote and encourage improvements in the sustainable management of the aquatic environment in the UK.
- c. To promote and encourage the role of angling in the sustainable development and management of fisheries and the aquatic environment in the UK.
- d. To undertake and commission appropriate research and education into matters concerning angling, fisheries management and their relationship with the aquatic environment.
- e. To provide legal representation and advice to the members of Fish Legal in line with the other objects of Fish Legal, the Solicitors Regulation Authority (SRA) and CILEx Regulation rules, as amended and updated from time to time

### **MEMBERS AND SUBSCRIPTIONS**

2. Membership of Fish Legal shall be open to any person (legal or natural), company, club, association or other organisation or entity that shares any or all of the objectives of this Association, provided that in England they are also members of the Angling Trust. Application for membership may be refused if the Fish Legal Committee (the “**Committee**”) consider that the membership may be detrimental to the Objects. The Association shall not be open to the public at large or members of the public who do not share the objectives of the Association. The categories of members eligible for legal representation and/or advice (which is limited to angling and/or fisheries related matters) shall be determined in accordance with paragraph 17 of these Rules and shall not include the “individual member” category.
3. The categories of membership and the rights attaching to each category of membership shall be determined by the Committee from time to time and such categories shall initially comprise individual members, clubs, riparian and fishery owners, District Salmon Fishery Boards (or their successors), interested organisations and any such other category as the Committee may from time to time determine.

4. The annual membership rates payable to Fish Legal by each category of member shall be determined and reviewed annually by the Committee and such rates shall be published in the annual report of Fish Legal.
5. The Committee may, as it sees fit, accept a lump sum payment for life or perpetual membership from any member or any category of member.
6. The first payment for any category of annual membership shall be due on enrolment and future payments shall be due and payable in advance on the anniversary of such date. A member whose payment is in arrears shall not be entitled to vote at the Annual General Meeting ("**AGM**") or at any Extraordinary General Meeting or to any other benefit or privilege of membership and, further, if the payment of any member is two months in arrears, notice in writing shall be given to him, and if not paid within one month of such notice the defaulter shall cease to be a member, unless otherwise determined by the Committee.
7. In no circumstances shall any proportion of any lump sum paid for a life or perpetual membership be returnable to a member after its payment to FishLegal.
8. The Committee may, at any time and in its absolute discretion (subject to Section 11 of our Terms of Engagement), terminate any member's membership of Fish Legal, in which event notice, with reasons, to that effect shall be given in writing to the member.
9. If any written complaint against a member is received by the Committee or it appears to the Committee that a member may become the proper defendant in any legal proceedings to be brought or being brought by Fish Legal on behalf of another member (or itself as an association of members), the Committee may (in its absolute discretion), after giving the member an opportunity of being heard in answer thereto, dismiss the same or caution, suspend or expel the member, giving reasons, such decision to be made by a simple majority of Committee members howsoever voting.
10. The submission of an enrolment form by an applicant and subsequent acceptance as a member of Fish Legal shall, as from the date thereof, bind any member to observe all these Rules and, on becoming a member, a member shall be deemed to have knowledge of their content.

### **THE COMMITTEE**

11. The broad policy, managerial and financial concerns of Fish Legal shall be managed by the Committee, being a committee consisting of not fewer than five nor more than twelve committee members of Fish Legal who shall be elected at the AGM of Fish Legal. The Committee (and other non-legally-qualified persons) shall have no jurisdiction over the actual conduct of legal services as may occur by employed solicitors for members of Fish Legal. Legal services provision shall be managed by a Case Management Committee comprising qualified employees of Fish Legal and Chief Executive Officer.
12. At all times a number of Committee members shall also be Directors of Angling Trust (the "**Angling Trust Directors**"). Angling Trust Directors (or representatives from any other member of Fish Legal) shall comprise no more than one third of Committee members. The Chairperson of the Fish Legal Committee shall also be an Angling Trust Director and similarly the Chairperson of the Angling Trust Board shall also be a Committee member.
13. No member shall be qualified to be elected or act as a member of the Committee or in any

of such offices unless at all material times he is also qualified under the articles for the time being in force and willing to act as a Director of ACA Trustee Company Limited (*hereinafter referred to as "the Company"*) in accordance with the articles of association of the Company.

14. The Committee shall elect a Chairperson and any Vice-Chairpersons. No less than five members shall form a quorum provided that at all times a majority of members present and voting are not Angling Trust Ltd Directors (or representatives from any one Fish Legal member). The Committee shall have control of the finances and affairs of Fish Legal and shall have discretion in administering the funds of Fish Legal in accordance with its objects, subject always to ensuring that Fish Legal solicitors have sufficient funding (where sufficient funds are available) in order to cover and effectively act for those members whom they currently represent in proceedings initiated in accordance with the Association's Case Management Protocol.
15. There shall at all times be a Professional Compliance and Reporting Protocol relevant to the professional conduct of legal work at Fish Legal, Case Management Protocol and a Fighting Fund Protocol agreed with Case Management Committee and the Fish Legal Committee's discretion shall be restricted by them when relevant. These protocols shall not be amended without the consent of the Legal Advisory Committee in consultation with the Case Management Committee (so long as such committee or its equivalent exists).
16. The Committee shall have power to appoint such other advisory committees as it thinks fit for carrying out all or any of the objects of Fish Legal, and to retain, appoint and discharge such employees and agents, including but not limited to employed lawyers, experts and technical advisers as may be required upon such terms as to remuneration and otherwise as it thinks fit. The Committee shall also have the power to co-opt Committee members pending a vote at the next AGM, subject always to the maximum number of Committee members set out at paragraph 11 of these Rules.
17. Strictly only in so far as this is consistent with all relevant rules set by relevant regulators, and the wider statutory regulation of the legal profession, the Committee shall have absolute discretion concerning the categories of members that may be eligible for the receipt of legal advice or representation by employed lawyers, such categories shall be published from time to time.
18. In order that the employed lawyers at Fish Legal are able to act or continue to act in the best interests of those members of Fish Legal who are eligible for such legal assistance and in accordance with SRA rules, solicitor regulation in general and professional conduct duties (both of the SRA and CILEx) the committee shall at all times have regard to the views of the CMC in these matters, and seek its opinion as appropriate. The Committee shall take all reasonable steps and ensure to the best of their abilities that Fish Legal lawyers are able to comply with their professional obligations at all times.
19. The Practice Manager (and the equivalent managing solicitor responsible for compliance) shall have the right to attend and sit as an advisor in all Committee meetings. All documentation tabled for Committee consideration shall be shared with the Practice Manager, whether or not s/he is able to attend each meeting, unless exceptional circumstances apply. In such a case s/he will be informed of the documentation/information withheld and the reason for it.
20. Where the Compliance Officer identifies or perceives a professional conduct, regulatory or other SRA compliance issue in relation to a matter tabled at such a meeting, that matter shall be delayed or suspended pending resolution of the relevant issues in accordance with the Compliance Reporting Procedure.
21. The Committee shall have power to invest or place on deposit or on loan any assets of

Fish Legal and to engage such financial advisors as necessary for this purpose.

22. The Committee may pay or transfer any sum or sums to the Company by way of gift or loan upon such security as the Committee may require or without any security and may delegate to the Company the execution of all or any of the objects of Fish Legal.
23. The Committee shall ensure that all the property of Fish Legal shall be insured against fire and such other risks as the Committee may deem necessary and in such amounts as the Committee may determine.
24. The members of the Committee may be reimbursed by Fish Legal for all travelling, hotel and other expenses reasonably incurred in or about the business of Fish Legal.

### **GENERAL MEETINGS, MINUTES AND ACCOUNTS**

25. Unless resolved otherwise by the Committee, the AGM of Fish Legal shall be held on the same day as the AGM of the Angling Trust Subscriber Members in every year by arrangement by whatever means to be decided jointly by the Committee and the Angling Trust Ltd Board (including by telephone or electronic conference) provided that all remote attendants may identify themselves, follow the proceedings and cast their votes on-line or in a manner otherwise acceptable to the Committee. Five members present (in person or, if relevant, by proxy) shall be a quorum. If at the expiration of a quarter of an hour from the time specified in the notice convening the AGM a quorum is not present, the meeting shall be adjourned to a time and place as decided by the Chairperson.
26. In any vote, any member of Fish Legal of whatever category shall have one vote.
27. The business to be transacted at the AGM shall be notified to the membership in the notice of the meeting and shall include, inter alia:
  - a. The election of a President (if any) and Vice-Presidents (if any), in each case by simple majority;
  - b. The election of members of the Committee by simple majority;
  - c. The consideration and adoption by simple majority of the report of the Committee for the previous year; and
  - d. The consideration and adoption by simple majority of the accounts for the previous year and any Auditor's report thereon.
28. The Committee may at its own discretion at any time convene an Extraordinary General Meeting.
29. The Committee shall convene an Extraordinary General Meeting on being requested in writing so to do by at least fifty members of whatever category of membership. Such a request shall specify the business to be transacted or resolutions to be submitted to such meeting and the same shall be set out in the notice convening the Extraordinary General Meeting. Such meeting shall be convened by the Committee within 60 days from the date of receipt of the requisition, provided that not more than one Extraordinary General Meeting shall be convened under this rule in any year (calculated from 1st January) except at the expense of the members convening and holding the same, and a sum which in the opinion of the Committee shall be sufficient to defray such expense shall be deposited with Fish Legal by the requisitioning members before such meeting shall be convened.
30. Fifty members present shall be a quorum for an Extraordinary General Meeting and no resolution shall be carried except by a majority of two-thirds of the members voting by

whatever means allowed under these Rules. Each member of whatever category shall have one vote and may vote by nominated proxy.

31. No business may be transacted and no resolution proposed or passed at any AGM or Extraordinary General Meeting except such as is specified in these Rules and in the notice convening the meeting, but this rule shall not operate to prevent the moving of any amendment which the Chairperson may at his discretion deem to be reasonable and proper and within the scope of the questions raised by any resolution duly proposed in accordance with these rules
32. Unless the Committee has, in its absolute discretion, announced and made reasonable provision for proxy voting in the notice of the relevant meeting, all voting at any AGM or Extraordinary General Meeting shall be by show of hands. A declaration by the Chairperson of the meeting that a resolution has been carried or not carried by the requisite majority shall be conclusive.
33. The Chairperson of the Committee, if present, shall be the Chairperson at every Annual or Extraordinary General Meeting, and if he is not present, then any Vice-Chairpersons, or, if neither is present, then another member of the Committee shall take the chair (as decided by a majority of the Committee members present at the meeting).
34. The Chairperson of any Annual or Extraordinary General Meeting may, with the consent of the members present, adjourn it from time to time, and from place to place, subject always to him giving reasonable notice of the time, date and place for such Meeting to be reconvened, and no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting so adjourned.
35. In the case of an equality of votes at any Annual or Extraordinary General Meeting, the Chairperson thereof shall have a casting vote in addition to his as member.
36. Not less than 28 days' notice of an AGM or of any Extraordinary General Meeting shall be given to all those entitled to receive it. Such notice, and any other notice to which members may be entitled under these rules, shall be sufficiently given by publication on Fish Legal's website and advised by email to members who have supplied the relevant contact details.
37. The minutes of any Annual or Extraordinary General Meeting shall be open to inspection by any member at the offices of Fish Legal during office hours upon reasonable written notice of such request and a copy of the same shall be supplied to any member so requesting on receipt of payment of reasonable copying charges.
38. The accounts of Fish Legal shall be made up to the 31st March in every year. Such accounts shall be independently audited by the Auditors and a copy of such accounts and of the Auditor's report thereon (if any) shall be available to the members for adoption at the AGM and shall be available for inspection by members at any time thereafter. Furthermore a summary of those accounts may be published on Fish Legal's web site.
39. The Practice Manager shall be provided with the necessary financial information each quarter and upon request to confirm that there are sufficient funds available to meet the agreed budget to cover the current commitments of the legal practice, and in terms of its maximum potential adverse costs risk estimated by the Practice Manager and Case Management Committee and/or confirmed by the Legal Advisory Committee. If the Practice Manager on advice from the CMC requires, or anticipates requiring, additional funds beyond the agreed budget then the Practice Manager must notify the Chief Executive Officer at the earliest opportunity so that an amended forecast can be agreed and the funds identified be made available to meet these requirements, as long as this will not endanger the future financial viability of Fish Legal.

## **COMMITTEE MEMBER CONFLICTS OF INTEREST**

40. Any Committee member who is interested in a matter to be discussed at a Committee meeting or which is the subject of a decision to be made by the Committee shall, at the earliest practical opportunity, disclose the nature and extent of such interest to the Committee.
41. Notwithstanding any interest that a Committee member has in a matter to be discussed at a Committee meeting or which is the subject of a decision to be made by the Committee, the Committee member may vote on such matter and count in a quorum provided that the Committee (acting by a majority of non-interested Committee members) may revoke such right for the relevant Committee member to vote and count for quorum purposes if it sees fit in the circumstances.

## **CONTRACTUAL ARRANGEMENTS**

42. As Fish Legal cannot enter into contracts on its own account, the Committee may, at its discretion, authorise a member of the Committee or a member of Fish Legal's staff to enter into contractual arrangement on behalf of the Committee of Fish Legal, as in office from time to time (acting as principal). Unless acting outside the scope of any such authority, the signatory to the document (in his or her capacity as agent) shall have no liability and the Committee as in office from time to time, as co-principals, shall assume full liability for any such contractual arrangement.

## **INDEMNITY**

43. Every employee, officer of Fish Legal and member of the Committee shall be entitled to be indemnified by Fish Legal and out of the assets of Fish Legal against all losses or liabilities which he may suffer or incur in or about the execution of the duties of his office, and no such employee, officer or member of the Committee shall be liable for any loss, damage or misfortune which may happen or be incurred by Fish Legal in the execution of the duties of his office. Fish Legal shall at all times maintain current and appropriate professional indemnity insurance covering all employees, officers and Committee members as the Committee shall from time to time determine.

## **DISSOLUTION**

44. Fish Legal shall not be dissolved so long as ten members are willing to continue. Following any vote at an AGM or EGM to dissolve Fish Legal, any assets, after discharge of all liabilities, shall be donated to any other organisation as the majority of the Committee may deem appropriate.

## **ALTERATION AND AVAILABILITY OF RULES**

45. No addition or alteration to these Rules shall be made except by an Annual or Extraordinary General Meeting and any such addition or alteration will require at least a three - quarters majority of members voting in favour, howsoever entitled.
46. A copy of these Rules shall be available to any member and shall be published on Fish Legal's website.



## MISCELLANEOUS

47. All reference to the male gender in these Rules shall apply to the female gender and vice versa.

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