



*At the Council Chamber, Whitehall*

THE 5th DAY OF FEBRUARY 2025

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised By-laws of The Legal Education Foundation as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

REVISED BY-LAWS OF THE LEGAL EDUCATION FOUNDATION

**General**

1. In these By-laws the following words and expressions, unless the context otherwise admits, have the meaning ascribed to them below:

Words	Meanings
The Charter	The Royal Charter of the Foundation
Foundation	The Legal Education Foundation
The Law Society	The body incorporated by Royal Charter known as the Law Society
The Trustees	The Trustees for the time being of the Foundation
The Office	The place designated by the Trustees as the principal place of business of the Foundation
The Seal	The Common Seal of the Foundation

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed and other modes of representing or reproducing words in a visible form or partly one and partly another, including writing in Electronic Form
Electronic Form	A document or information is sent or supplied in electronic form if it is sent or supplied (a) by electronic means (for example, by email), or (b) by any other means while in an electronic form (for example, delivering a USB drive by courier). A document or information authorised or required to be sent or supplied in electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it and to retain a copy of it.

Any reference in the By-laws to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

## **Trustees**

2. The number of the Trustees shall not be less than five nor more than twenty.
3. Trustees shall be appointed by resolution of the Trustees provided that the total number of Trustees shall not exceed the maximum prescribed by By-law 2. Trustees shall hold office for a period of five years from the date of their appointment, or such shorter period (if any) as may be specified in the resolution making the appointment, or until (if earlier) they become disqualified in accordance with By-law 10. Except in the case of disqualification, a Trustee may on or before the expiration of the period of their appointment be re-appointed.
4. No person shall be a Trustee unless they shall before their appointment have lodged with the Foundation their consent in writing to becoming a Trustee of the Foundation and confirmation that they are not disqualified from being a Trustee, provided that this shall not apply to a Trustee who is re-appointed immediately upon the date on which their term of office came to an end.

## **Powers of the Trustees**

5.

- (a) The business of the Foundation shall be managed by the Trustees, who may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, subject nevertheless to these By-laws, to the provisions of the Charter for the time being in force, and to such regulations, being not inconsistent with the aforesaid provisions, as may be made by the Trustees from time to time, but no regulation shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made;
- (b) Subject to paragraph (c) below, the Trustees shall have the power to invest any monies belonging to or held by the Foundation in such stocks, funds, shares or securities as the Trustees shall from time to time think fit, whether within or outside the United Kingdom of Great Britain and Northern Ireland or in the purchase of freehold or leasehold property in the United Kingdom or elsewhere including rent except that these powers shall not apply to the monies held by the Foundation as trustee on trusts declared by a Will or Settlement being for purposes other than the general purposes of the Foundation but the Foundation shall in relation thereto have such powers of investment as may be granted by such Will or Settlement or as may be granted by the law relating to investment by trustees;
- (c) Except to the extent that the Trustees may delegate their powers of investment as authorised by paragraph (d) below, the Trustees shall before exercising any power conferred by paragraph (b) above obtain and consider proper advice on the question of whether the investment proposal is satisfactory having regard to the need for diversification of investments and whether that proposed investment is suitable to the Foundation. For this purpose, proper advice shall be the advice of a person reasonably believed by the Trustees to be qualified by ability in and practical experience of financial matters and such advice may be given by a person notwithstanding that they give it in the course of their employment as an officer or servant whether of the Foundation or of any other person;
- (d) The Trustees shall have power to employ as an investment manager any person from whom proper advice might be obtained under the provisions of paragraph (c) above and to delegate to any such manager ("the Manager") the exercise of all or any of the powers of investment conferred by paragraph (b) above for such period (not exceeding 12 months at a time) and subject to such conditions and restrictions and with such provisions as to remuneration as the Trustees shall think fit provided:
  - (i) the exercise by the Manager of such powers of investment as are delegated to them shall be subject to and in accordance with such instructions as to investment as the Trustees shall give to them from time to time;

- (ii) the Manager shall be required to inform the Trustees within a reasonable period of each act done in exercise of the powers and duties delegated to them; and
  - (iii) the Trustees may without notice review such delegation and its terms and revoke or alter the same if the Trustees shall think fit notwithstanding that the period of such delegation has not expired.
- (e) The Trustees may:
  - (i) appoint (and remove) a Chair, Deputy Chair, treasurer and other honorary officers from among their number on such terms as they shall think fit;
  - (ii) appoint (and remove) any person to act as Secretary to the Foundation, on such terms and conditions (including the payment of a salary) as they think fit;
  - (iii) delegate the day to day management of the affairs of the Foundation in accordance with the directions of the Trustees to any person or persons (including but not limited to a Chief Executive), by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit;
  - (iv) establish procedures to assist the resolution of disputes within the Foundation;
  - (v) delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees). The Trustees may:
    - (A) impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate, the proceedings of the committee, and that no expenditure may be incurred on behalf of the Foundation except in accordance with a budget previously agreed with the Trustees; and
    - (B) revoke or alter a delegation.
- 6. The Trustees may, so long as their number be not reduced to less than the minimum number prescribed by or in accordance with these By-laws, continue to act notwithstanding any vacancy in their body.

### **Execution of documents**

- 7. Subject to By-Law 8, the Foundation may execute documents either by signature or by affixing its Seal. A document is validly executed by the Foundation by signature if it is signed on behalf of the Foundation by:
  - (a) at least two Trustees; or

- (b) any officers or employees of the Foundation to whom the Trustees have delegated authority to sign documents on behalf of the Foundation, in accordance with the terms of any such delegation.
- 8. The Foundation shall execute deeds by affixing its Seal.
- 9. The Trustees shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of the Trustees and in the presence of at least two Trustees and the said Trustees shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

### **Disqualification of Trustees**

- 10. The office of Trustee shall be vacated:
  - (a) if a Trustee dies;
  - (b) if the Trustee, in the written opinion, given to the Foundation, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
  - (c) if the Trustee is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
  - (d) if by notice in writing they resign their office (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings).

### **Proceedings of the Trustees**

- 11. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Subject to the provisions of the Charter, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 12. A Trustee may, and on the request of a Trustee the Secretary or Chief Executive shall, at any time summon a meeting of the Trustees by notice served upon the other Trustees.
- 13. The Trustees may from time to time elect a Chair and may likewise elect a Deputy Chair in each case from amongst their number. The Trustees may

determine for what period each is to hold office and each shall continue in office as a Trustee for at least as long even if otherwise their term of office as a Trustee would have expired. The Chair, and, in their absence, the Deputy Chair (if any) shall be entitled to preside at all meetings of Trustees at which they shall be present. If at any meeting neither the Chair nor the Deputy Chair (if any) is present within five minutes after the time appointed for holding the meeting or if, being present, neither is willing to preside, the Trustees present shall choose one of their number to be Chair of the meeting.

14. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Trustees generally.
15. A meeting may be held by suitable means agreed by the Trustees in which each participant is able to exercise their rights to participate, speak and vote at that meeting. Any Trustee participating at a meeting by such suitable means agreed by the Trustees shall qualify as being present at the meeting.
16. All acts bona fide done by any meeting of the Trustees, or by any person acting as a Trustee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
17. The Trustees shall cause proper minutes to be made and kept of all appointments of officers made by the Trustees, of the proceedings of all meetings of the Trustees and of committees, and decisions made by the Trustees otherwise than in meetings.
18. Subject to the provisions of the Charter, a resolution in writing circulated to all and signed by a majority of the Trustees for the time being who are entitled to receive notice of a meeting of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and constituted. A resolution in writing includes a resolution in electronic form and may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

#### **Accounts**

19. The Trustees shall cause proper books of account to be kept with respect to:-
  - (a) all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases by the Foundation; and

- (c) the assets and liabilities of the Foundation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Foundation and to explain its transactions.

- 20. The books of account shall be kept at the Office, or at such other place or places as the Trustees shall think fit, and shall at all times be open to the inspection of the Trustees.
- 21. The Trustees shall comply with the requirements of the Charities Act 2011 as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Charity Commission of:
  - (a) annual reports;
  - (b) annual statements of account; and
  - (c) annual returns or confirmation statements.

### **Audit**

- 22. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 23. The Trustees shall appoint an Auditor or Auditors who shall be eligible for appointment as a statutory auditor under Part 42 of the Companies Act 2006 (or any re-enactment or modification thereof) or a member of a body for the time being specified in regulations under section 154 of the Charities Act 2011 (or any re-enactment or modification thereof) and eligible for appointment as auditor of the Foundation under the rules of that body.

### **Notices**

- 24. A notice may be served by the Foundation upon any Trustee in writing, either personally or by sending it by post or in Electronic Form to an address provided by the Trustee for the purpose of receiving communications from the Foundation. Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that a notice in Electronic Form was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

### **Indemnity**

- 25. Every Trustee, Auditor, Secretary and other officer for the time being of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by them by reason of any act or thing done by them in the proper discharge of their office or duty.