

## **THE POLICY OF COUNSEL'S CHAMBERS LIMITED IN RESPECT OF SHARE TRANSFERS**

1. The Constitution of Counsel's Chambers Limited provides that any Transfer of shares is subject to the approval of the Company's Directors.
2. A Transfer of shares in the Company will not be registered unless the Transfer is accompanied by evidence in writing that the Members of the Floor, that the proposed transferee intends to join, approve of the transferee as a Member of that Floor.
3. In the event that an existing shareholder of the Company acquires additional shares in the Company, but intends to remain on the same Floor, such shareholder is required to present evidence in writing that the Members of the Floor approve the acquisition of additional shares by that Member.
4. A Transfer of shares will not be approved if there are outstanding maintenance contributions or other monies due to the Company or Counsel's Chambers Network Pty Limited by the transferor or transferee of the shares or (where the transferee or the transferor is not a barrister) by any barrister associated with the transferee or the transferor as the case may be.
5. Shareholders are reminded that the holding of shares in the Company does not entitle a shareholder to occupation or use of any part of the property of the Company by reason of such holding.
6. A Transfer of shares to an entity other than a barrister will not be approved unless:
  - a) a Deed in a form approved by the Company is signed by the transferee and by any barrister associated with the transferee and who is approved by the Company; and
  - b) the entity is eligible to hold shares under the Constitution.
7. The registered holder of shares in the Company is at all times liable for the payment of maintenance contributions levied by the Company in respect of Chambers which are occupied by the registered holder or for which the registered holder is responsible.
8. The shareholder who sells his, her or its shares in the Company will remain liable for payment of maintenance contributions in respect of Chambers (whether the shareholder is in occupation of the Chambers or not) until the Company has received a duly executed and dated Transfer of shares and the Company's other requirements, as relate to the proposed Transfer of shares, have been fully complied with.
9. In the event that a shareholder licenses his, her or its Chambers, the Company shall only deal with the shareholder in respect of the said Chambers and the Company shall address all tax invoices for maintenance contributions (and for any other monies which may become due and payable by the shareholder to the Company) to the shareholder and not to any licensee.

[Amended 5 July 2016]