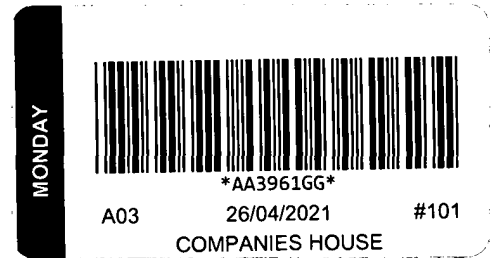


THE COMPANIES ACTS 1862 – 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

*(The following Articles of Association were adopted by a Special Resolution
passed on 28th February 2006 and amended by Special Resolutions passed on
4th March 2019 and 30 March 2021)*

ARTICLES OF ASSOCIATION of The Newcastle upon Tyne Law Society PRELIMINARY



1 In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

"associate members" means the persons elected as such in accordance with Article 3(ii);

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Director of Operations" means the person(s) elected as such who shall, without any direction to the contrary by the Standing Committee, hold the position and fulfil the role of company secretary of the Society;

"members" means the persons elected as such in accordance with Article 3(i);

"the Standing Committee" means the standing committee of the Society;

"the Society" means The Newcastle upon Tyne Law Society;

words importing the masculine gender only shall include the feminine gender and unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these Articles become binding on the Society.

2 The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 3 (i) The persons who are members of the Society at the date of the adoption of these Articles and such solicitors of the Senior Courts of England and Wales and such European lawyers who have registered with the Solicitors Regulation Authority in England and Wales in accordance with the Establishment of Lawyers Directive 98/5/EC as shall hereafter be elected as members in accordance with these Articles, together with those persons who (being

members) have retired from practice as solicitors and no other persons, shall be members of the Society.

(ii) Any trainee solicitor and any foreign lawyer (whether registered or un-registered) employed in the geographical area specified for the time being in Clause 3(i) of the Memorandum of Association of the Society, may be elected as an associate member of the Society in accordance with these Articles, upon payment of such fee (if any) as the Standing Committee may from time to time prescribe.

(iii) On his admission as a solicitor of the Senior Courts of England and Wales, an associate member of the Society will automatically become a member of the Society, and shall not be required to pay any call in respect of the period between the date of such admission and the following 31 October.

OFFICERS

4. (i) There shall be a President, a Vice-President, a Deputy Vice-President, a Treasurer and a Director of Operations or two joint Directors of Operations who shall be elected by the Society at the Annual General Meeting and shall hold office until the day after the next Annual General Meeting but shall be eligible for re-election.

(ii) There shall be a Standing Committee of:

- (a) the Officers for the time being elected under Article 4(i) ("office holding members")
- (b) any ex-President during the two years next after he has vacated office ("ex-officio members")
- (c) twelve members elected as hereinafter provided ("elected members") and
- (d) not more than seven other members co-opted by the Standing Committee, such co-opted members shall hold office until the day after the next Annual General Meeting but may be co-opted again.

(iii) Subject as hereinafter provided elected members of the Standing Committee shall be elected at the Annual General Meeting for three years until the day after the third Annual General Meeting following their election and shall be ineligible for re-election for the next year.

(iv) Any elected member or office holding member of the Standing Committee who shall, except for exceptional cause with the prior written consent of the President for the time being, have attended fewer than three Standing Committee meetings between two consecutive Annual General Meetings (excluding for the purpose of this sub-clause of this Article meetings held in the month immediately preceding or on the same day as an Annual General Meeting) shall, if his term of service has not expired, retire on the day after the second of such Annual General Meetings and be ineligible for re-election for the next year.

(v) In the event of a casual vacancy occurring amongst the office holding members or elected members on the Standing Committee between one Annual General Meeting and another, the Standing Committee may appoint a member to fill the vacancy, but the member so appointed shall retire the day after the next Annual General Meeting, unless at such meeting he is re-elected for a further period.

(vi) If a member appointed under clause (v) of this Article to fill a vacancy among the elected members of the Standing Committee offers himself for re-election he shall be elected for the remainder of the period for which his predecessor had been elected.

(vii) In determining whether a member appointed under clause (v) of this Article is ineligible for re-election under clause (iv) of this Article regard shall be had to the proportion of his attendance to the number of Standing Committee meetings held after his appointment.

(viii) Nominations for election to the Standing Committee shall be submitted to the Director of Operations not later than 14 days before the Annual General Meeting in each year, or later if the Standing Committee shall permit.

GENERAL MEETINGS

- 5 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Standing Committee shall appoint.
- 6 At the Annual General Meeting the report of the Standing Committee and the accounts for the previous year shall be considered; the office holding members for the following year shall be elected (by ballot in each case where more than one member is proposed for election to an office); elections for the elected members to the Standing Committee shall take place (by ballot if the number of nominations exceeds the number of vacancies), and such other business shall be transacted as by statute or these Articles can be transacted at an Annual General Meeting. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. Calls upon the members may be made at the Annual General Meeting and at any Extraordinary General Meeting.
- 7 The Standing Committee may, whenever they think fit, and they shall, upon a requisition made in writing by any five or more members or by members representing not less than one tenth of the total voting rights of all members at the date of the requisition, whichever shall be the less, convene an Extraordinary General Meeting.
- 8 Any such requisition shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Society, addressed to the Director of Operations.
- 9 Upon receipt of such requisition, the Standing Committee shall proceed to convene an Extraordinary General Meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition (the meeting

to be held not later than 60 days after the date of the notice convening it), the requisitionists or any five members may themselves convene such meeting.

- 10 Twenty-one clear days' notice of every Annual General Meeting and of any meeting convened to pass a Special Resolution and fourteen clear days' notice of any other General Meeting shall be given to each member and associate member. The notice shall specify the place and the day and hour of the General Meeting, and in case of special business, the general nature of such business.
- 11 All business shall be deemed special, with the exception of such as can be transacted at the Annual General Meeting according to these Articles.
- 12 The proceedings of all Annual General Meetings shall be printed, and a copy thereof shall be sent to each member and associate member.
- 13 At every General Meeting, except a meeting convened under Article 21, sixteen members shall form a quorum. Each member shall have one vote, and except in the cases otherwise specially provided for by these Articles, all questions shall be decided by a majority of the members present and voting, and the Chairman, in case of equality, shall have a second or casting vote.
- 14 An associate member of the Society shall be entitled to attend and speak at all General Meetings of the Society, except a meeting convened under Article 21, but shall not be entitled to vote at any General Meeting of the Society.

GOVERNMENT OF THE SOCIETY

- 15 The Management of the Society shall be entrusted to the Standing Committee, who may regulate their own proceedings; fix the quorum necessary for the transaction of business at their meetings; delegate any of their powers to Sub-Committees or Special Committees consisting of members of the Standing Committee or of other members of the Society; make, alter and revoke bye-laws; and generally exercise all such powers of the Society as are not hereby or by statute required to be exercised by the Society in General Meeting, subject nevertheless to the regulations of these Articles, to the provisions of the statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting. No regulation made by the Society in General Meeting shall invalidate any prior act of the Standing Committee which would have been valid if such regulation had not been made. The Standing Committee shall make a report to every Annual General Meeting.

ELECTION OF MEMBERS

- 16 Any person desirous of being admitted a member or associate member of the Society shall be proposed by note in writing signed by two members and delivered to the Director of Operations. Every proposal for membership shall be submitted to the Standing Committee at the meeting next following the receipt by the Director of Operations of such proposal, or, failing that, at the second meeting next following.
- 17 A candidate for election as a member or associate member of the Society shall be elected by two thirds of the members of the Standing Committee present

and voting and the voting shall be by ballot if so desired by any member of the Standing Committee.

- 18 Every member shall upon his admission to the Society pay such fee (if any) as shall be fixed by the bye-laws then in force.

RESIGNATION AND EXCLUSION OF MEMBERS

- 19 Any member or associate member, having paid all moneys due from him to the Society, may resign his membership on giving notice in writing to the Director of Operations of his intention so to do.
- 20 If any member of the Society shall have a bankruptcy order made against him, or make a voluntary arrangement as defined in the Insolvency Act 1986 or cease to be a solicitor of the Senior Courts of England and Wales or be suspended from practising in such Courts (other than a member who has retired from practice) or cease to be registered with the Solicitors Regulation Authority in accordance with the Establishment of Lawyers Directive 98/5/EC he shall forthwith cease to be a member of the Society.
- 21 If any member or associate member shall be accused of any dishonourable, improper, or unprofessional conduct, upon grounds which the Standing Committee, after investigation, shall deem sufficient, an Extraordinary General Meeting of the Society shall be convened to consider such accusation (of which meeting he shall have fourteen clear days' notice), and such member may by vote of three-fourths of the members present and voting on the question (there being not less than thirty-two members present) be expelled from the Society, and shall there upon forfeit his interest and privileges therein.

RIGHTS OF MEMBERS

- 22 The rights of each member and associate member shall be personal and shall not be capable of transfer or transmission.
- 23 A copy of the Society's accounts required by statute for the time being in force to be laid before the Society in General Meeting shall, not less than 21 clear days before the date of the meeting, be sent to every member and associate member of the Society.

FUNDS

- 24 The Society in General Meeting may from time to time make such calls as they think fit upon the members, and each member shall pay the amount of every call so made on him to the Treasurer at such time or times as shall be prescribed by the resolution making such call, or if no time be prescribed, then at the expiration of twenty-eight days after the passing of such resolution. A call shall be deemed to have been made at the time when the resolution making the same was passed. It shall not be necessary to send any notice of any such call other than a printed copy of the proceedings of the meeting at which such call was passed, and such printed copy shall be deemed to be a notice within the meaning of these Articles.
- 25 Any member who shall not have paid his call by the end of the current year for which the call is made may be struck off the roll of members by Resolution of the Standing Committee.

NOTICES

- 26 A notice may be served by the Society upon any member or associate member either personally or (i) by sending it through the post in a prepaid envelope to the member or associate member at the member's or associate member's registered address; or (ii) by sending it through the Document Exchange Service addressed to the member or associate member at their registered address; or (iii) by sending it by email to the member or associate member at the member's or associate member's registered email address; or (iv) by leaving it at the member's or associate member's registered address.
- 27 A notice sent under Article 26(i) (post) shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted. A notice sent under Article 26(ii) (through a Document Exchange) shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was delivered to the Document Exchange Service. A notice sent under Article 26(iii) (email) or 26 (iv) (leaving it at the member's or associate member's registered address) shall be deemed to be given on the day it was sent or left. A certificate signed by the Director of Operations or the person employed by him or them to post, deliver to the Document Exchange Service, send, leave or serve such notice, shall be conclusive evidence of the same having been duly posted or (as the case may be) delivered, sent, left or served. An accidental failure by the Society to give a notice to one or more members shall not invalidate a relevant resolution or other proceedings.

REGISTERED ADDRESS

- 28 Every member and associate member shall from time to time notify to the Director of Operations a place of business or residence to be registered as his address, and the place so from time to time registered shall, for the purpose of the Act and these Articles, be deemed his place of abode.