

THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

AMENDED MEMORANDUM OF ASSOCIATION  
*(Adopted by Special Resolution passed on 17/07/ 2000)*

OF

SURREY CHAMBERS OF COMMERCE LTD  
*Incorporate the 28th day of February 1995*

1. The name of the Company is "Surrey Chambers of Commerce Ltd" ("the Chamber").
2. The registered office of the Chamber is to be situated in England and Wales.
3. The objects ("the principal objects") for which the Chamber is established are the promotion of commerce industry transport science and education in Surrey ("the locality") and anything incidental to or conducive to any of those objects and in furtherance of the principal objects the Chamber shall have the following express powers:
  - (a) to take over and hold the whole of any part of the undertaking and real and personal property of, and to take over and undertake the performance and discharge of all or any of the liabilities of, all or any of the chambers of commerce in existence in the locality on the date of adoption of this amended Memorandum ("the Local Chambers").
  - (b) to take over as a subsidiary or subsidiaries or merge with the Chamber all or any of the Local Chambers;
  - (c) to maintain accreditation with the British Chamber of Commerce ("BCC") as a core Chamber;
  - (d) to promote commerce industry trade and transport and in that connection to foster advance and protect commercial industrial trade and professional enterprises and without limitation other activity and business undertakings of all kinds in the locality and elsewhere in the United Kingdom;
  - (e) to provide and develop business services to members, the Local Chambers and others and in particular (but without prejudice to the generality of the foregoing):
    - (i) to collect analyse and disseminate information (including statistics and other economic and business information) on all subjects of interest to members and others and to operate a business information centre (including participation in the Electronic Information Network created by BCC, in Euro Info Centres and in other networks),
    - (ii) to act as training agents and to provide educational and industrial courses including higher educational advisory services such as training needs analysis, and management export and training consultancy,
    - (iii) to promote organise and participate in trade missions,

- (iv) to encourage establish and support employment initiatives and initiatives for the start-up of businesses and enterprises,
- (v) to act as advertising agents,
- (vi) to operate an employment agency;
- (f) to represent in the United Kingdom the rest of the European Community and elsewhere, and to promote and protect the collective interests views and opinions of the members, and the Local Chambers, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce industry trade or transport;
- (g) to promote high standards of business and the recognition and use of national and international standards;
- (h) to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people, and to stimulate public awareness of business interest;
- (i) to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise;
- (j) to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.

4. In furtherance of the principal objects but not otherwise the Chamber shall also have power:

- (a) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, rights or privileges (whether for the purposes of occupation, investment, development or exploitation) and to construct maintain and alter, furnish and equip any buildings or structure necessary or convenient for the work of the Chamber or for the purposes aforesaid;
- (b) to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
- (c) to co-operate with any local or public authority or other body concerned to achieve the objects of the Chamber;
- (d) to apply for, invite and collect subscriptions, donations, gifts, bequests and other assistance;
- (e) to print and publish any newspapers, periodicals, books, leaflets or computer programmes and other works and publications and to produce and market films and other audio or visual aids;
- (f) to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
- (g) to borrow and raise money and secure its repayment in any manner as the Chamber shall think fit for the purposes of or in connection with the Chamber's business;
- (h) to invest the funds of the Chamber in (or upon) such investments, securities or property and in such manner as may from time to time be determined;

- (i) to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
  - (j) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
  - (k) to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Chamber;
  - (l) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;
  - (m) to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate;
  - (n) to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Chamber, or of any company which is for the time being the Chamber's subsidiary company as defined by Section 736 of the Companies Act 1985, other otherwise associated with the Chamber in business, and the families and dependants of any such persons, and also to establish and subsidise to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Chamber or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;
  - (o) to draw, make, accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange and other negotiable instruments.
  - (p) to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
5. The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.
6. The liability of the members is limited.
7. Every member of the Chamber undertakes to contribute to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber, contracted before he ceased to be a member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.
8. If on the winding up of the Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chamber, but shall be given or transferred to some other body (whether or not it is a member of Chamber) having objects similar to those of the Chamber, or to another body the objects of which are charitable.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution dated 17/07/2000)

of

SURREY CHAMBERS OF COMMERCE LTD  
*Incorporated the 28<sup>th</sup> day of February 1995*

INTERPRETATION

1. In these Articles:

- "the Act" means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being.
- "the Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Chamber.
- "Affiliated Chamber" means any chamber of commerce operating in the Locality which has not merged with the Chamber but which has applied for Affiliated Chamber Status or wishes to remain as an affiliated chamber and which will benefit from Affiliated Chamber Status.
- "Affiliated Chamber Status" means the right:-
- (i) to be a Member until the earlier of 31 July 2002 or merger with the Chamber;
  - (ii) to enjoy such benefits and privileges of membership as the Board shall from time to time specify;
  - (iii) (together with all other Affiliated Chambers) to nominate two directors to the Board to represent the interests of Affiliated Chambers as a group;
  - (iv) to one vote per Affiliated Chamber at general meetings of Members.
- "the Articles" means the Articles of Association of the Chamber.
- "the Board " means the Board of Directors of the Chamber.
- "Bye-law" means any bye-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.
- "the Chamber" means Surrey Chambers of Commerce Ltd.

"the Chief Executive"	means any person for the time being appointed to perform the duties of Chief Executive of the Chamber in accordance with the terms of Article 61.
"Committee"	means any committee, sub-committee, panel, working party or other similar body of the Board as the case may be.
"Connected with a Member"	means an individual who is a partner director or employee of or consultant to a Member.
"the Constitution"	means the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force.
"Director"	means any person appointed in accordance with the Act to be a director of the Board.
"Executive Director"	means an executive or employee of the Chamber holding office as a Director and where the context so requires or admits includes the Chief Executive.
"Honorary Member"	means an individual who has been admitted to Honorary Membership pursuant to Article 36.
"Immediate Past-President"	means a Past President holding office pursuant to Article 55.
"Local Chambers"	means all or any of the chambers of commerce in existence in the Locality on the date of adoption of these Articles and who have merged with the Chamber.
"the Locality"	means the county of Surrey as constituted on the date of adoption of these Articles.
"Majority Resolution"	means a resolution of the Board passed by a majority of two-thirds of the Board (as the case may be) present and entitled to vote on the resolution.
"Member"	means a member for the time being of the Chamber appointed in accordance with Article 3 other than an Honorary Member.
"Merger Agreement"	means an agreement entered into by a Regional Chamber with the Chamber under the terms of which all of the liabilities assets and undertaking of the Regional Chamber shall have been transferred to the Chamber.
"The Officers"	means the President, Vice-President and Immediate Past-President.
"Non-Executive Director"	means an individual referred to in Article 42 and where the context so requires or admits includes an Officer.
"the President"	means the President of the Chamber.
"the Secretary"	means any person appointed from time to time to perform the duties of the Secretary of the Chamber.
"Section"	means a Section referred to in Articles 67 to 69.
"Vice-President"	means the Vice-President of the Chamber.

"Year" where the context so admits means a calendar year from 1st January to 31st December.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act in force at the date at which these Articles become binding on the Chamber.

## MEMBERSHIP

2. The number of Members is unlimited.
3. Membership shall be open to:
  - (a) individuals who are in business on their own account,
  - (b) companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade, transport, education and health;
  - (c) members of professions who have an interest in commerce, industry, trade, transport, education and health;
  - (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership;
  - (e) Affiliated Chambers.
4. All applications for membership shall be made in writing in such form as the Board may in its absolute discretion from time to time prescribe.
5. No person shall be admitted to membership unless he is approved by the Board who may refuse any application without giving reasons. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different classes of membership. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification of election to membership the Member's first subscription.
6. A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.
7. Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member if:-
  - (a) (being a company) an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction or amalgamation.
  - (b) (being an individual) adjudicated bankrupt.
  - (c) it ceases to carry on in business, is unable to or suspends payment of its debts or enters into any compromise or other arrangement with creditors.
  - (d) he or it fails to pay the prescribed annual subscription within two months of its due date.



8. The Board may by Majority Resolution expel any Member at any time provided that:
  - (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board or of a Committee called to consider the case and to be heard in defence.
9. Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.
10. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
11. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
12. Subject to Article 31 all Members present at meetings of the Chamber in person or by proxy shall be entitled to one vote on a show of hands.

#### GENERAL MEETINGS OF MEMBERS

13. The Chamber shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
14. All general meetings, other than annual general meetings, shall be called Extraordinary General Meetings.
15. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisition as provided by the Act.
16. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, the Directors and auditors.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
18. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance and the reports of the Board and the auditors, the election of the Board and the appointment of and the fixing of the remuneration of the auditors.

19. No business shall be transacted at any general meeting unless a quorum is present. Twenty five persons entitled to vote upon the business being transacted, each being a Member, or a person Connected with a Member or a proxy for a Member shall be a quorum.
20. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person Connected with a Member or by proxy shall be a quorum.
21. The President or in his absence the Vice-President or in his absence the Immediate Past President or in his absence some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be chairman and if there is only one member of Board present and willing to act he shall be chairman.
22. If no member of the Board is willing to act as chairman, or if no member of the Board is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or a person Connected with a Member shall choose one of their number to be chairman.
23. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chairman; or
  - (b) by at least four Members having the right to vote at the meeting;and a demand by a person as proxy for or a person Connected with a Member shall be the same as a demand by a Member.
25. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

29. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. No Member shall vote at any general meeting unless all monies presently payable by him to the Chamber in respect of subscriptions have been paid in full.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
33. On a poll, votes may be given either personally or by a person Connected with a Member or by proxy.
34. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Board may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is Connected with a Member for the purpose of voting shall be determined by the chairman whose decision shall be final and binding.
35. Members of the Board shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons Connected with a Member or proxies of a Member.

#### HONORARY MEMBERSHIP

36. The Board may admit to (and suspend from) Honorary Membership of the Chamber for such period as it may determine:
  - (a) individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade, transport, education or health.
  - (b) individuals whom the Board considers have rendered special service to the Chamber, or to the Chamber movement.

An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings of the Chamber to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.

#### THE BOARD

37. Unless otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum shall be not less than five.
38. The Board shall consist of:

- (a) a maximum of five individuals to be appointed by each Local Chamber;
- (b) up to five individuals (whether or not a Member or a person Connected with a Member) who are appointed by the Board and ratified at the Annual General Meeting following his appointment;
- (c) a maximum of three individuals to be appointed by each of Business Link Surrey, Surrey TEC and Surrey County Council or any such successor organisation operating in the Locality;
- (d) a maximum of two individuals to be appointed by the Affiliated Chambers and to represent as a group the interests of the Affiliated Chambers;
- (e) the Chief Executive who shall also be the Managing Director
- (f) the Finance Director

Provided always that for the purposes of paragraphs (a) and (b) of Article 38 one of the specified individuals shall include the Immediate Past-President.

39. For the purposes of Article 38(a) the number of directors to be nominated by each Local Chamber shall be calculated as follows:

<b>No of Directors</b>	<b>Required No. of Members for each Local Chamber on the date of adoption of these Articles</b>
1	90-215
2	216-340
3	341-465
4	466-595
5	596 and above

Any Local Chamber having fewer than 90 Members on the date of adoption of these Articles may pool its membership with another or other Local Chambers (each having fewer than 90 Members on the date of adoption of these Articles), in order to be able to nominate a director or directors to present their interests in accordance with paragraph (a) of Article 38.

- 40. The members of the Board holding office on the date of adoption of these Articles shall remain in office until the Annual General Meeting following the date of adoption of these Articles (“the following Annual General Meeting”) when they shall resign but may offer themselves for re-election at the following Annual General Meeting.
- 41. The Board shall appoint a President, a Vice President, a Finance Director and a Chief Executive. The individuals holding such offices on the date of adoption of these Articles shall remain in office until the Annual General Meeting following the date of adoption of these Articles when they shall resign but offer themselves for re-election. The individual shall be chosen from those individuals referred to in paragraphs (a) and (b) of Article 38 and the appointments shall be ratified by the Members at the Annual General Meeting following their appointment.
- 42. Those to retire under the preceding Article at any Annual General Meeting subsequent to the adoption of these Articles shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or where last re-appointed Directors those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 43. If the Chamber, at the meeting at which the Director retires by rotation does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the

- meeting it is resolved not to fill the vacancy or unless a motion for the re-election of the Director is put to the meeting and lost. If a Director offers himself for re-election and is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
44. No person shall be appointed a Director:
- (a) who has not signed the appropriate form of consent, and
  - (b) (except as provided in paragraphs (b) and (c) of Article 38) who is not either:
    - (i) a Member or a person Connected with a Member, or
    - (ii) an executive of the Chamber
45. The Board shall at all times have power to fill a casual vacancy amongst the Directors to serve until the Director whose place he has filled would have retired. The Board shall at all times have power to appoint Executive Directors.
46. Subject to the provisions of the Act, the Constitution and to any special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. Each Director of the Board shall be entitled to cast one vote. In the case of an equality of votes, the Chairman shall be entitled to a casting vote in addition to any other vote he may have. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may arrange its own meetings and regulate its own proceedings.
47. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be four provided that of those present a majority are persons from the categories mentioned in paragraphs (a), (b) and (e) of Article 38.
48. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
49. The Board may delegate any of their powers to any committee consisting of at least one Director and such other persons, whether or not Board members, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director so appointed such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying .
50. In the management of the business of the Chamber the Directors shall ensure that any Committees established in accordance with Article 49 are provided with such facilities (including secretarial assistance) as are reasonably required to enable them respectively to carry out its functions.
51. No Director (save Executive Directors) shall be entitled to remuneration for his services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

52. (Save as provided in Article 45) no person shall be appointed or reappointed as a Director at any general meeting unless he has been nominated pursuant to paragraphs (a) - (f) of Article 38.
53. A Director shall cease to hold office if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (b) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (c) he resigns his office by notice to the Chamber, or
  - (d) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
  - (e) he has been removed by the body appointing him and referred to in Article 38; or
  - (f) he was appointed by an Affiliated Chamber and remains in office on 31 July 2002.
54. A Meeting of the Board shall be held as soon as practicable after each annual general meeting of the Members for the purpose of dealing with the election, re-election or appointment and re-appointment of President, Vice-President and the other Non Executive Directors as the case may be.

#### OFFICERS

55. The term of office of the President shall be for a period of two years and shall expire at the conclusion of the business dealing with the appointment of his successor at an Annual General Meeting. Such person shall then automatically assume the office of Immediate Past-President and shall hold that office for a further period of two years.
56. The Vice-President shall hold that office until the expiry of the term of office of the President when he shall succeed the President and shall be formally appointed President and shall be invested with the badge of office and shall hold that office for the term specified in, and generally in accordance with the terms of Article 55.
57. An individual who has held office as Immediate Past-President shall not be eligible for election to the Board until at least one year has expired from the date when he ceased to hold office as Immediate Past-President.
58. In case of any vacancy occurring in the office of President then the vacancy shall be filled by the Vice-President who shall cease to be Vice-President and shall hold office as President for the remainder of the period the person he has succeeded would have continued in office and for the ensuing year.
59. In the case of any vacancy occurring in the office of Vice-President then the vacancy shall be filled by Board appointing a Vice-President from amongst the Directors. If the vacancy has occurred by reason of the Vice-President taking over the office of President the individual appointed Vice-

President shall hold office as Vice-President for the remainder of the period the person he has succeeded would have continued in office and for such further period as his predecessor holds office as President. If the vacancy has occurred for any other reason the individual appointed Vice-President shall hold office as such for the remainder of the period the person he has succeeded would have continued in office.

60. Any casual vacancy in the office of Immediate Past-President shall be left unfilled.

#### CHIEF EXECUTIVE

61. The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
62. The Chief Executive shall not also be Secretary.
63. In relation to his duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
64. In relation to his duties and obligations the Chief Executive in conjunction with the President and other Officers shall be responsible for media relations in connection with representational matters.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

65. The office of a Director shall be vacated if:
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
  - (b) if (being the Chief Executive) he shall cease to hold office as such; or
  - (c) he resigns his office by notice in writing to the Chamber; or
  - (d) he becomes bankrupt or makes any composition with his creditors generally; or
  - (e) he is or may be suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (f) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
  - (g) he shall be removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by Majority Resolution convened by an Officer on at least twenty-one days' notice provided that:

- (i) the Director concerned shall be given at least fourteen days notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof
- (ii) a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board but a person who has been removed shall not be reappointed under this sub-paragraph.
- (h) he has been removed by the body appointing him as referred to in Article 38.
- (i) he was appointed by an Affiliated Chamber and remains in office on 31 July 2002.

#### SECRETARY

66. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall have no duties in relation to the functions of the Board in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated and proper records are kept. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Act are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some member of the Chamber executive) practical effect is given to decisions of the Board .

#### SECTIONS

67. The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section.
68. The Board of its own volition and without any application may form a Section .
69. The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.

#### BYE-LAWS

70. The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Constitution.
71. Without prejudice to the generality of the foregoing Bye-Laws may be made, altered or revoked in connection with:
- (a) Membership
  - (b) Subscriptions
  - (c) Committees
  - (d) Proceedings of the Board; and

(e) sections

DECLARATIONS OF INTEREST.

72. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Board. A Director having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

73. For the purposes of Article 72:
- (a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### MINUTES.

74. The Board shall cause minutes to be made of all proceedings at General Meetings of the Chamber, and of the Board, Sections (if any) and Committees, including the names of Board, Section or committee members present at each such meeting.
75. All minutes shall be open to inspection by any Director. Minutes of meetings of any Section and any Committee shall also be open to inspection by Members.

#### THE SEAL

76. The Chamber does not have a common seal.

#### ACCOUNTS

77. The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chamber.

#### AUDITORS

78. Auditors shall be appointed and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Board.

#### NOTICES

79. Any notice to be given pursuant to the Articles shall be in writing.
80. The Board may give any notice to an Officer, a Director, a Member, an Honorary Member, or the Auditors either personally or by sending it by post in a prepaid envelope addressed to the intended recipient at his registered address or any address supplied to the Chamber for the giving of notice.
81. A Member present, either in person or by proxy or by a person Connected with a Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
82. Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.

#### INDEMNITIES.

83. Subject to the provisions of the Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in retention to the Chamber.
84. The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of the Act.

#### WINDING-UP

85. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up. Clause 8 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.