

These are the Articles of Association referred to in Special Resolution 9 which was duly proposed and passed at the Annual General Meeting of the Company held on 12 October 2022

(Initialled by the chair, Sarah Howard MBE, for the purposes of identification)
12 October 2022

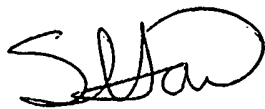
**COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

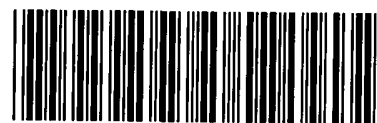
OF

BRITISH CHAMBERS OF COMMERCE

(adopted by special resolution passed on
14 October 2020, amended by special
resolutions passed on 13 October 2021
and 12 October 2022)



TUESDAY



ABFCF4RL

A06

25/10/2022

#325

COMPANIES HOUSE

CONTENTS

		Page No.
1	DEFINITIONS AND INTERPRETATION	1
2	AIMS AND PURPOSES	4
3	MEMBERSHIP	6
4	RECRUITMENT OF MEMBERS	8
5	MEMBERS	8
6	NON-UK MEMBERS	9
7	WITHDRAWAL OR TERMINATION OF MEMBERSHIP	10
8	TRADE MARKS	11
9	DISPUTES	12
10	GENERAL MEETINGS	12
11	NOTICE OF GENERAL MEETINGS	13
12	HYBRID MEETINGS	14
13	PROCEEDINGS AT GENERAL MEETINGS	15
	Quorum	15
	Appointing proxies and representatives	15
	Chairing general meetings	17
	Resolutions and voting	18
	Meeting security and conduct	19
	Postponing and adjourning general meetings	19
	Meetings at more than one location	20
14	GENERAL AUTHORITY OF DIRECTORS	21
15	COMPOSITION OF THE BOARD	21
16	PROCEEDINGS OF THE BOARD AND COMMITTEES	23
17	DIRECTORS' CONFLICTS OF INTEREST	24
18	VACATION OF OFFICE BY DIRECTORS	26
19	THE PRESIDENT	27
20	THE CHAIR	28
21	THE VICE-CHAIR	29
22	THE DIRECTOR GENERAL	29
23	THE FINANCE DIRECTOR	29
24	REGIONAL ASSEMBLIES	30
25	THE NATIONAL ASSEMBLY	33
26	COMMITTEES	34
27	COMPOSITION OF THE NOMINATIONS COMMITTEE	35
28	PROCEEDINGS OF THE NOMINATIONS COMMITTEE	36
29	SECRETARY	37

30	RECORDS AND RESOLUTIONS IN WRITING	37
31	ACCOUNTS.....	38
32	AUDIT	38
33	NOTICES	38
34	INDEMNITY AND INSURANCE	39

Company Number: 00009635

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BRITISH CHAMBERS OF COMMERCE

(adopted by special resolution passed on 14 October 2020)

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles:

"Accreditation Board" means the Committee referred to in Article 26.5.1;

"Accreditation Standards" means the standards in relation to any Member or any Non-UK Member which makes an application for the Accreditation Standards to apply to it pursuant to Article 6.3 as adopted by the Board and approved and operated by the Accreditation Board;

"Accredited Chamber Network" means the network of the Chambers of Commerce which are Members;

"Act" means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;

"Affiliation Fee" means any affiliation fee referred to in and payable by Members in accordance with Article 5 or referred to in and payable by Non-UK Members in accordance with Article 6;

"Articles" means these articles of association, as they may be altered or varied from time to time, and **"Article"** means a provision of these articles of association;

"Auditor" or **"Auditors"** means the auditor of BCC for the time being;

"BCC" means British Chambers of Commerce, registered at Companies House under company number 00009635;

"Board" means the board of directors of BCC for the time being;

"Certificate of Registered Numbers" means the certificate issued by BCC to each Member in respect of the relevant Financial Year pursuant to Article 5.2;

"Chair" means the chair of the Board for the time being elected pursuant to Article 20;

"Chamber Network Non-Executive Directors" means the Non-Executive Directors referred to in Article 15.1.3;

"Chamber of Commerce" or **"Chamber"** means a Member or a Non-UK Member;

"Chamber Member" means any body corporate which or who is admitted for the time being by a Chamber as a member of that Chamber and which or who pays a subscription fee to that Chamber;

“Clear Days” means (in relation to the period of a notice) 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;

“Committee” means a standing committee of the Board and any other committee of the Board or working party or other group or body, howsoever designated, to which the Board has delegated or may delegate any of its powers and functions in accordance with these Articles;

“Co-opted Directors” means any Directors appointed under Article 15.5;

“Director” means a director of BCC for the time being;

“Director General” means the person appointed and employed as the chief executive of BCC or as its Director General for the time being;

“Electronic Communication” means the same as in the Electronic Communications Act 2000;

“Executive Director” means any of the Director General, the Finance Director and any other person appointed to the Board as an executive Director;

“Finance Director” means the person appointed and employed as the finance director of BCC for the time being;

“Financial Year” means the financial year of BCC as recorded at Companies House and as applying for the time being and being, as at the date of adoption of these Articles, 1 April to 31 March;

“Government” means the UK Government or any ministry, agency, department or commission thereof and any UK local authority or UK local council or the European Union or any ministry, agency, department or commission thereof and any other supra-national body, authority or organisation;

“hybrid meeting” shall have the meaning attributed in Article 12.1.2;

“Independent Non-Executive Director” means a non-executive Director as referred to in Article 15.1.4 and being a person who has no current and active involvement in any Chamber immediately before his or her first appointment to the Board;

“International Affiliate Agreement” means an agreement between BCC and a Non-UK Member regulating the terms of the Non-UK Member's affiliation to BCC;

“Member” means any body corporate admitted for the time being as a member of BCC under these Articles and whose name is and remains entered by BCC in BCC's register of members as a Member (and to avoid doubt shall not include a Non-UK Member);

“Member Representative” means a representative of a Chamber Member or an officer of a Member or Non-UK Member or any past-president, past-chair or ex-officer of a Member;

“Midlands Region” means the East Midlands region of England and the West Midlands region of England;

“National Assembly” means BCC's national assembly of Member Representatives referred to in Article 25;

“National Assembly Representative” means any person who is for the time being a Regional Assembly Representative under Article 24.6;

“Nominations Committee” means the Committee referred to in Articles 26.5.2, 27 and 28;

“Non-Executive Director” means a Chamber Network Non-Executive Director or an Independent Non-Executive Director or the President;

“Non-UK Member” means a body corporate admitted to the status of Non-UK Member under Article 6.1;

“North Region” means the North East England region of England, the North West region of England and the Yorkshire and Humber region of England;

“Officeholders” means the President, the Chair, the Director General and the Finance Director;

“ordinary resolution” has the meaning given in Section 282 of the Companies Act 2006;

“physical meeting” shall have the meaning attributed in Article 12.1.1;

“President” means the person elected and holding office as the president of BCC for the time being under Article 19;

“Regional Assemblies” means the assemblies of Regional Assembly Representatives referred to and defined in Article 24;

“Regional Assembly Chair” means the chair of a Regional Assembly for the time being appointed pursuant to Article 24.14;

“Regional Assembly Governance Meeting” means a meeting of a Regional Assembly referred to in Article 24.9.1;

“Regional Assembly Representative” means a Member Representative, acting as a Chamber representative to a Regional Assembly under Articles 24.6.1, 24.6.2 or 24.6.3 for the time being;

“Secretary” means any person for the time being appointed and employed to perform the duties of the secretary of BCC;

“South East Region” means the East of England region of England and together with Greater London and the South East region of England;

“Vice-Chair” shall mean the vice-chair of the Board for the time being elected pursuant to Article 21.1;

“West and Wales Region” means the South West region of England and the country of Wales; and

“United Kingdom” means the United Kingdom of Great Britain and Northern Ireland.

- 1.2 No model articles, Table C or similar, including the model articles for private companies limited by guarantee as set out in Schedule 2 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) (as amended from time to time) shall apply to BCC.
- 1.3 References to statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other statutory provisions (whether before or after the date hereof) from time to time.

- 1.4 The headings in these Articles shall not be taken as part of them nor shall they in any manner affect the interpretation or construction of the same.
- 1.5 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.
- 1.6 References herein to a body corporate incorporated in the United Kingdom shall include a body corporate incorporated by royal charter in the United Kingdom.
- 1.7 Unless the context otherwise requires:
- 1.7.1 reference to a **“body corporate”** or **“bodies corporate”** or **“person”** or **“persons”** includes bodies corporate, statutory bodies, unincorporated associations, institutions, societies, associations, partnerships and individuals,
 - 1.7.2 reference to a general meeting shall include an adjourned meeting from that meeting;
 - 1.7.3 words importing the singular number only shall include the plural number and *vice versa*,
 - 1.7.4 words importing one gender shall include any other gender, and
 - 1.7.5 words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act for the time being.

2 AIMS AND PURPOSES

- 2.1 The objects (**“principal objects”**) for which BCC is established are the promotion of commerce, industry, trade, services, transport and education in the United Kingdom and anything incidental to or conducive to any of those principal objects and in furtherance of the principal objects BCC shall have the following express powers:
- 2.1.1 to take such action as may appear necessary or desirable to protect or promote the common and separate interests of Chambers of Commerce and their members;
 - 2.1.2 to promote commerce, industry, trade, services, transport and education and in that connection to foster, advance and protect commercial, industrial, trade and professional enterprises (without limitation), other activities and business undertakings of all kinds in the United Kingdom;
 - 2.1.3 to provide and develop business services to Members, Non-UK Members and others and in particular (but without prejudice to the generality of the foregoing):
 - 2.1.3.1 to collect, analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to Members to the extent permitted by law;
 - 2.1.3.2 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;
 - 2.1.3.3 to promote, organise and participate in and aid the development of international trade or anything related to international trade; and

- 2.1.3.4 to encourage, establish and support employment initiatives and initiatives for the start-up of businesses and enterprises;
- 2.1.4 to represent in the United Kingdom and elsewhere, and to promote and protect the collective interests, views and opinions of, Members and Non-UK Members 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, services, transport and education;
- 2.1.5 to promote high standards of business and the recognition and use of national and international standards;
- 2.1.6 to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between bodies corporate and Government and to develop and foster working relationships both within and outside the United Kingdom that will achieve prosperity for the United Kingdom and its people and to stimulate public awareness of business interest;
- 2.1.7 to undertake and arrange for the settlement of disputes between different Chambers pursuant to regulations adopted by the Board;
- 2.1.8 to participate with the worldwide network of Chambers of Commerce and to collaborate with and have, develop and foster working relationships with Non-UK Members; and
- 2.1.9 to seek to attain all or any of the principal objects by united action with Chambers of Commerce or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.
- 2.2 In furtherance of the principal objects but not otherwise BCC shall also have power:
 - 2.2.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - 2.2.2 to construct, maintain and alter any offices, houses, buildings or installations;
 - 2.2.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
 - 2.2.4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of BCC;
 - 2.2.5 to print and publish and sell any newspapers, periodicals, books, leaflets of computer programmes, electronic data and other works and publications and to produce and market films and other audio or visual aids;
 - 2.2.6 to sell, lease, mortgage or otherwise deal with all or any part of the property of BCC;
 - 2.2.7 to borrow and raise money and secure its repayment in any manner;
 - 2.2.8 to invest the funds of BCC in or upon such investments, securities or property as may be thought fit;
 - 2.2.9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;

- 2.2.10 to establish and support, and to aid in the establishment and support of, any body corporate to promote all or any of the principal objects;
 - 2.2.11 to amalgamate, combine or merge by any lawful means with any body corporate having objects wholly or in part similar to those of BCC;
 - 2.2.12 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body corporate with which BCC is authorised to amalgamate, combine or merge;
 - 2.2.13 to transfer all or any part of the property, assets, liabilities and engagements of BCC to any subsidiary or subsidiary undertaking of the BCC or to any body corporate with which BCC is authorised to amalgamate, combine or merge;
 - 2.2.14 to form, subscribe to and be a member of any body corporate (whether a subsidiary or subsidiary undertaking or otherwise); and
 - 2.2.15 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.
- 2.3 The income of BCC, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to Members or Non-UK Members in cash or otherwise.

3 MEMBERSHIP

- 3.1 The Board may admit as a Member a body corporate which in the opinion of the Accreditation Board meets or substantially meets the following criteria:
- 3.1.1 it is a body corporate duly incorporated in the United Kingdom in a manner prescribed by the Board for this purpose from time to time in the Accreditation Standards or a body corporate established by Royal Charter in each case being a chamber of commerce;
 - 3.1.2 its members are principally organisations engaged in business or economic activities or which support, encourage or principally relate to such activities within its territory;
 - 3.1.3 its directors are elected or otherwise determined by its membership;
 - 3.1.4 it is independent of Government influence (provided that no body corporate shall be deemed to lack such independence by virtue only of entering into contracts with international organisations, supra-national organisations or Government, or managing services for any such bodies or authorities);
 - 3.1.5 it is not a subsidiary or division of any body corporate, except another independent Chamber, unless its ownership structure has otherwise been approved by the Board on the recommendation of the Accreditation Board;
 - 3.1.6 it is representative of business interests throughout its territory, and such territory is identified in its documents of incorporation and indicated in its title;
 - 3.1.7 it has adequate financial resources to pay the Affiliation Fees referred to in Article 5 or (where relevant) Article 6 as they fall due and to provide or procure a range of services appropriate to the business community which it serves;

- 3.1.8 it can demonstrate to the satisfaction of the Accreditation Board its ability:
 - 3.1.8.1 to represent the views of its business community locally and, through appropriate channels, regionally, nationally and beyond;
 - 3.1.8.2 to supply information, advice and assistance to its members;
 - 3.1.8.3 to encourage member companies to join in promotional activity and to develop systems of mutual support;
 - 3.1.8.4 to aid the development of international trade whether through participation or collaboration with BCC's worldwide network of Chambers of Commerce or otherwise; and
 - 3.1.8.5 to participate in activities to develop and improve the general prosperity of its territory including by co-operating with Government, education and training bodies and by assisting urban regeneration;
- 3.1.9 it has aims and objects consistent with those of BCC;
- 3.1.10 it meets or is capable within a period acceptable to the Accreditation Board of meeting those parts of the Accreditation Standards which the Board from time to time prescribes for this purpose in the Accreditation Standards;
- 3.1.11 it does not have any financial arrangements with any third party which, in the opinion of the Accreditation Board, compromises its ability to meet the other criteria in this Article 3.1;
- 3.1.12 subject to Article 4, it has defined the territory in which it intends actively to recruit members and has, if required by the Board or the Accreditation Board, obtained agreement in writing to the boundaries of that territory from any Chambers that actively recruit members in territories adjacent to that territory;
- 3.1.13 it participates, or is capable within a period acceptable to the Accreditation Board of participating, in a Regional Assembly; and
- 3.1.14 it meets all other conditions for the admission of members which the Board may from time to time reasonably prescribe.

Provided that to the extent that a Chamber is unable to provide adequate services on its own account a Chamber may make arrangements with another Chamber or other Chambers or any other appropriate body corporate or bodies corporate in its area or immediately adjacent areas for such services to be made available.

- 3.2 Upon admitting any such body corporate as a Member, the Board shall cause its name to be entered into the BCC's register of members.
- 3.3 Where two or more bodies corporate are applying to become Members (or, in the case of existing Members, are applying to extend their territory) and have applied to become Members in relation to (or to extend their territory into) the same territory, and each meets all of the criteria prescribed in Article 3.1, but the Board does not intend to allow both or all of them to be Members in relation to that territory, the criterion which the Board shall use to determine which of these bodies corporate to allow to be Member(s) in relation to that territory is the extent to which each body corporate, in the opinion of the Board, best achieves or exceeds those parts of the Accreditation Standards which the Board prescribes for this purpose when a determination is required.
- 3.4 The Board shall from time to time prescribe in the Accreditation Standards the procedures to be followed on receipt of an application for membership, including the

steps to be taken to prepare a report as to whether the applicant meets the criteria in Article 3.1 and the Accreditation Standards.

- 3.5 On rejecting an application from a body corporate for admission as a Member, the Board shall, on receipt of a written request, give to that body corporate its written reasons for the rejection.
- 3.6 The performance and status of each Chamber which is subject to the Accreditation Standards shall be kept under review by the Accreditation Board at such times as the Accreditation Board shall consider appropriate and if the Accreditation Board considers that any such Chamber may be failing to meet the Accreditation Standards, or any parts thereof, the Accreditation Board may at its discretion commission a review of that Chamber's status and performance, which will determine recommended steps for that Chamber to take, and order a report of that review's findings to be prepared for the Accreditation Board and that Chamber (the nature and content of which the Accreditation Board will prescribe). That Chamber shall be permitted to participate in the review process in the manner specified by and at the discretion of the Accreditation Board.
- 3.7 The liability of the Members and Non-UK Members is limited.
- 3.8 Every Member and Non-UK Member undertakes to contribute to BCC's assets, in the event of BCC's being wound up while it is a Member or Non-UK Member or within one year after it ceases to be a Member or Non-UK Member, for payment of the debts and liabilities of BCC contracted before it ceased to be a Member or Non-UK 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 £5 per Member and per Non-UK Member.
- 3.9 If on the winding up of BCC there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the Members or Non-UK Members, but shall be given or transferred to some other body corporate (whether or not it is a Member or Non-UK Member) having objects which the Board, in its discretion, considers to be similar to those of BCC, or to another body corporate the objects of which are charitable.

4 RECRUITMENT OF MEMBERS

- 4.1 No Member or Non-UK Member will actively recruit members in any territory other than the territory in relation to which it is a Member or a Non-UK Member.
- 4.2 Nothing in Article 4.1 shall prevent:
 - 4.2.1 Members from delivering services or operating (other than to recruit members) in any other territory;
 - 4.2.2 Non-UK Members from actively recruiting members in the United Kingdom; or
 - 4.2.3 any body corporate from becoming a member of, or buying services from, any Member or Non-UK Member of its choice.

5 MEMBERS

- 5.1 The Board shall not admit as a Member any body corporate that does not undertake in writing, or in such other manner as the Board may provide, to pay such Affiliation Fees to BCC as shall from time to time be determined as payable in accordance with these Articles.
- 5.2 With effect from 1 April 2021, the amount of the Affiliation Fee payable to BCC by a Member in respect of each Financial Year shall (in accordance with Article 5.3 or, where appropriate, Article 5.4) be calculated by reference to the number of Chamber Members

and affiliated organisations of that Member and, for these purposes, the number of Chamber Members and affiliated organisations of a Member shall for each Financial Year during membership be certified by that Member in such form as the Secretary shall from time to time require and such certification shall be provided to the Secretary by that Member as at the opening of business on 1 April of that Financial Year and shall be sent to the Secretary by (at the latest) 30 April of that Financial Year. Such certification shall, for each Member and if so required by BCC, be verified by BCC during the month of May of that Financial Year. Subject to such certification and (where required by BCC) verification being completed to the satisfaction of the Secretary, the Secretary shall, on or before 31 May of that Financial Year, issue to each such Member a certificate confirming the number of Chamber Members of that Member which certificate shall apply and remain in force until superseded by a subsequent similar certificate issued by the Secretary in respect of a subsequent Financial Year.

- 5.3 Subject to Article 5.4, each Member shall pay to BCC an Affiliation Fee for each Financial Year in which it is a Member. The amount of the Affiliation Fee payable by a Member for a Financial Year shall be calculated by multiplying a sum (expressed in sterling) determined by and at the discretion of the Board for that Financial Year by the number of Chamber Members and affiliated organisations of that Member for that Financial Year as shown in the certificate provided by that Member or (if different) by the Certificate of Registered Numbers issued to that Member.
- 5.4 The Board may, at its discretion and taking into account any circumstance or circumstances then applying to or affecting any particular Member or Members, determine that a sum (expressed in sterling) which is less than the sum referred to in Article 5.3 shall be applied in calculating the Affiliation Fee payable by any such Member or Members for that Financial Year.
- 5.5 The Affiliation Fee so calculated or determined for each Member for a Financial Year shall be due and payable by that Member and shall be paid to BCC for value on such date or in such instalments as the Board may from time to time resolve and the Secretary shall, at least 4 weeks prior to such date or dates of payment so resolved by the Board, notify each Member of such date or dates for payment of the Affiliation Fee due from that Member. The Board may in its discretion waive or defer payment of the whole or any part of any overdue Affiliation Fee due from any Member.
- 5.6 A Member shall be entitled to notice of and, through a duly appointed proxy or representative, shall be entitled to speak and vote at any general meeting of BCC on any resolution, proposal or matter put to the meeting. On a show of hands at a general meeting, a Member present by a duly appointed proxy or representative shall have in aggregate one vote. On a vote by poll or by written resolution a Member shall have in aggregate such number of votes as shall be or shall have been determined by the Secretary as being equivalent to the number of Chamber Members and affiliated organisations of that Member recorded in the latest certificate provided by that Member pursuant to Article 5.2 or (if different) by the Certificate of Registered Numbers issued to that Member by the Secretary.

6 NON-UK MEMBERS

- 6.1 The Board may admit to the status of Non-UK Member any body corporate who or which is either:
 - 6.1.1 incorporated anywhere outside the United Kingdom (including for the avoidance of doubt the Channel Islands and the Isle of Man), where its primary activities are carried out; or
 - 6.1.2 incorporated within the United Kingdom and which represent the interests of sections of the business community which have a domicile outside the United Kingdom, but which carries out its activities or conducts its business wholly or primarily within the United Kingdom.

Provided that the Board shall not admit to the status of Non-UK Member any body corporate which has not undertaken in writing or in such manner as the Board may provide to pay such Affiliation Fees to BCC as shall from time to time be determined as payable in accordance with these Articles.

- 6.2 Upon admitting any such body corporate to the status of Non-UK Member, the Board shall cause its name to be entered into BCC's register of members.
- 6.3 Non-UK Members shall comply with all and any standards which the Board shall from time to time reasonably determine as being applicable to Non-UK Members. Any Non-UK Member may at its discretion apply to the Accreditation Board to meet the criteria and standards applicable to it specified in the Accreditation Standards and to subject itself to the Accreditation Standards and to the jurisdiction of the Accreditation Board, in which case the applicable Accreditation Standards shall then apply to that Non-UK Member in lieu of the standards so determined by the Board until otherwise agreed between that Non-UK Member and BCC.
- 6.4 Non-UK Members shall be entitled to notice of and by appointing a duly authorised representative shall be entitled through that representative to attend and speak at any general meeting of BCC but neither the Non-UK Member nor any of its duly authorised representatives shall have the right to vote thereat nor to appoint proxies or representatives to vote on its behalf.
- 6.5 With effect from the Financial Year commencing on 1 April 2021 and subject to Article 6.6 Non-UK Members shall, in respect of each Financial Year, pay an Affiliation Fee to BCC in an amount (in sterling) as is determined by and at the discretion of the Board.
- 6.6 The Board may, at its discretion and taking into account any circumstance or circumstances then applying to or affecting any particular Non-UK Member or Non-UK Members, determine that an amount (expressed in sterling) which is different to the amount referred to in Article 6.5 shall be payable by any such Non-UK Member or Non-UK Members for that Financial Year.
- 6.7 The Affiliation Fee so determined for each Non-UK Member for a Financial Year shall be due and payable by that Non-UK Member and shall be paid to BCC for value on such date or in such instalments as the Board may from time to time resolve and the Secretary shall, at least 4 weeks prior to such date or dates of payment so resolved by the Board, notify each Non-UK Member of such date or dates for payment of the Affiliation Fee due from that Non-UK Member. The Board may in its discretion waive or defer payment of the whole or any part of the overdue Affiliation Fee due from any Non-UK Member.
- 6.8 The Board shall make such arrangements as it may consider appropriate to enable Non-UK Members to participate in discussions on matters of policy or support for businesses.

7 WITHDRAWAL OR TERMINATION OF MEMBERSHIP

- 7.1 A Member or Non-UK Member may withdraw from, respectively, membership of BCC or the status of Non-UK Member of BCC by giving BCC not less than six months' written notice to that effect to expire at the end of any Financial Year unless the Board in its discretion decides that a shorter notice period shall apply or that the notice period shall expire otherwise than at the end of the Financial Year.
- 7.2 The BCC membership of any Member or the status of Non-UK Member may be terminated:
 - 7.2.1 (subject to any prior exercise by the Board of its rights or discretion under Articles 5.4, 5.5, 6.6 or 6.7) by the Board acting in its discretion at any time in the event of the Affiliation Fee due from that Member or Non-UK Member remaining unpaid in whole or part for more than six months after it has become due;

- 7.2.2 by the Board if, in its opinion (taking into account any review commissioned in accordance with Article 3.6), that Member or (where relevant) Non-UK Member has failed to meet and is likely to continue to fail to meet those parts of the Accreditation Standards prescribed by the Board including the criteria referred to in Article 3.1 above or, in the case of any Non-UK Member which has not made an application for the Accreditation Standards to apply to it (as referred to in Article 6.3) that Non-UK Member has failed to meet and is likely to continue to fail to meet any of the standards determined by the Board as applicable to Non-UK Members as referred to in Article 6.3; or
- 7.2.3 by the Board if, in its opinion, that Member or Non-UK Member is conducting its business or otherwise behaving in a manner which is calculated to or may as a result bring the Accredited Chamber Network, BCC or another Member or another Non-UK Member into disrepute or cause them or any of them to be ridiculed or if the Board shall consider that a Member or Non-UK Member has acted in a manner prejudicial to the best interests of the Chamber of Commerce movement or BCC or another Member or other Members or another Non-UK Member or other Non-UK Members.
- 7.3 The status of any Non-UK Member may be terminated by the Board by notice in writing to that Non-UK Member if, for any reason, the International Affiliate Agreement between BCC and that Non-UK Member is determined or expires without renewal.
- 7.4 In the event of the Board resolving to terminate a Member's membership or a Non-UK Member's status under Article 7.2, the Board shall give to that Member or Non-UK Member its written reasons for its decision.
- 7.5 The Board may in its discretion whilst considering action under Article 7.2 suspend membership of a Member or a Non-UK Member's status for such time and on such terms as the Board may think fit.
- 7.6 A Member or Non-UK Member who withdraws from membership or from the status of Non-UK Member by notice under Article 7.1 or whose membership or status as a Non-UK Member is otherwise terminated under Articles 7.2 or 7.3 shall remain liable to pay any Affiliation Fee due for any period or periods up until the date of expiry of its notice of withdrawal and if that expiry does not coincide with the end of a Financial Year, the amount of the Affiliation Fee due shall be calculated on a *pro rata* basis by reference to the period of membership in that Financial Year.

8 TRADE MARKS

- 8.1 On becoming a Member or Non-UK Member, each such Member or Non-UK Member (subject in each case to the payment of Affiliation Fees in accordance with Articles 5 or 6 (as the case may be)) shall have the benefit of a non-exclusive licence (without the right to assign or sub-license) to use (subject to any requirements prescribed from time to time by the Board for this purpose in the Accreditation Standards or otherwise):
 - 8.1.1 any materials that BCC may provide to Members or Non-UK Members from time to time, but only in accordance with such terms and conditions as are provided with such materials and only for so long as it continues to be a Member or Non-UK Member;
 - 8.1.2 the trade mark rights in the names "BCC", "British Chambers of Commerce" and "Chamber" (whether registered or unregistered together with all similar or equivalent rights that subsist in any part of the world) owned from time to time by BCC and any other trade marks (whether registered or unregistered) owned by BCC from time to time and notified to the Members and Non-UK Members ("**Trade Marks**"), but only for so long as it continues to be a Member or Non-UK Member and only for the purpose of indicating its affiliation with BCC; and

- 8.1.3 (in the case of a Non-UK Member) the trade mark rights, whether registered or unregistered, together with all similar or equivalent intellectual property rights or forms of protection that subsist now or in the future in any part of the world, in BCC's International Affiliates logo and BCC's Global Business Network logo (in each case including registered Trade Marks and applications for registered Trade Marks) but only for so long as it continues to be a Non-UK Member and only for the purpose of indicating its affiliation with BCC.
- 8.2 Each Member and Non-UK Member acknowledges that BCC owns the rights in the Trade Marks but BCC will not seek to enforce its rights in the Trade Marks against any Member or Non-UK Member for so long as that Member or Non-UK Member remains a Member or Non-UK Member.
- 8.3 All reputation and goodwill associated with the use of the Trade Marks by each Member or Non-UK Member vests and shall vest in BCC and no Member or Non-UK Member has or shall by virtue of these Articles obtain any rights in any of the Trade Marks other than those expressly set out herein. If any reputation, goodwill or proprietary right in relation to the Trade Marks vests in a Member or Non-UK Member, such Member or Non-UK Member shall, immediately upon becoming aware of the vesting of such reputation, goodwill or right, assign, or procure the assignment of, such reputation, goodwill or right to BCC.
- 8.4 Immediately on ceasing to be a Member or Non-UK Member, each Member or Non-UK Member shall:
- 8.4.1 cease to use the Trade Marks;
- 8.4.2 cancel any registration it has which contains any of the Trade Marks; and
- 8.4.3 cease to use and/or distribute any materials provided in accordance with Article 8.1.1.
- 8.5 Use of the Trade Marks is relevant behaviour which the Board may take into account for the purposes of Article 7.2.3.
- 8.6 Each Member or Non-UK Member shall notify BCC as soon as practicable upon becoming aware of the infringement (or suspected infringement) of any of the Trade Marks and if the Board, acting in its sole discretion, considers that the use by any body corporate in the territory of any Member or Non-UK Member of any of the Trade Marks or any such infringement brings the reputation of the Accredited Chamber Network, BCC or any other Chamber of Commerce into disrepute or causes them to be ridiculed or is prejudicial to the best interests of the Chambers of Commerce movement or of BCC then any Member or Non-UK Member shall take such steps or actions to assist or provide support to BCC in enforcing BCC's rights as aforesaid as BCC shall reasonably require and BCC shall indemnify any such Member or Non-UK Member from any costs or expenses reasonably incurred by it in fulfilling BCC's reasonable requirements in that regard.

9 DISPUTES

The Board may from time to time adopt regulations that set out the procedure governing the binding resolution of disputes between Chambers, including providing the parties to the dispute with the opportunity to be heard. Chambers shall be bound by and subject to, and disputes arising from time to time between Chambers shall be resolved in accordance with, any regulations so adopted.

10 GENERAL MEETINGS

- 10.1 BCC shall each year hold a general meeting as its annual general meeting (in addition to any other general meeting or other meetings in that year) and shall specify the meeting

as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of BCC and that of the next. The annual general meeting shall, subject as aforesaid, be held at such time and in such place or places and (in relation to a hybrid meeting in accordance with Article 12) on such electronic platform(s) as the Board shall appoint.

- 10.2 In addition to the annual general meeting the Board may, whenever it thinks fit, convene a general meeting and such general meeting may also be convened following a requisition (or in default may be convened by such requisitions) as is provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any Director or any three Members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 10.3 In addition to business to be transacted at an annual general meeting under these Articles, the business of an annual general meeting shall include consideration of the matters set out in the notice of the meeting including resolutions proposed.
- 10.4 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or (where relevant) vote at it.
- 10.5 In determining attendance at a general meeting, it is immaterial whether any two or more representatives or proxies of Members or representatives of Non-UK Members attending it are in the same place as each other. References in these Articles (including in Articles 12, 13.1 and 13.2) to "attendance" or "in attendance" or "attends" or "attend" at any general meeting (whether a physical meeting or hybrid meeting) shall be construed accordingly.
- 10.6 Two or more persons who are not in the same place as each other attend or are in attendance at a general meeting if their circumstances are such that if they have (or were to have) rights to speak and (where relevant) vote at that meeting, they are (or would be) able to exercise them.
- 10.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 10.8 A person is able to exercise the right to vote on behalf of a Member at a general meeting when:
 - 10.8.1 that person is able (in accordance with Article 13.9 and 13.10) to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 10.8.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

11 NOTICE OF GENERAL MEETINGS

- 11.1 Save as provided by Article 11.2, an annual general meeting shall be called by at least 21 Clear Days' notice in writing and any other general meeting shall be called by at least 14 Clear Days' notice in writing. The notice shall be given in accordance with Article 33. The notice shall specify whether the meeting will be a physical only meeting or a hybrid meeting and shall also specify the place and (in the case of a hybrid meeting only) the electronic platform(s), the day and the time of commencement of the meeting and the general nature of the business and shall set out any specific resolutions proposed to be put to the meeting. The notice shall also include details of any arrangements made for the purpose of Articles 13.19 and 13.21 and shall be given to those persons specified under Article 33.8.

- 11.2 Notwithstanding the provisions of Article 11.1, and of the Act, a general meeting shall, notwithstanding that it shall have been called by shorter notice than that specified in Article 11.1, be deemed to have been duly called if it is so agreed:
- 11.2.1 in the case of the annual general meeting or a general meeting for the passing of an elective resolution, by all the Members (excluding Non-UK Members) entitled to attend and vote thereat; and
- 11.2.2 in the case of any other general meeting, by a majority of the Members (excluding Non-UK Members) having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all the Members.
- 11.3 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.

12 HYBRID MEETINGS

- 12.1 Nothing in these Articles prevents a general meeting being held either as:
- 12.1.1 a general meeting held and conducted by physical attendance by Members (by their duly appointed representatives or proxies) and/or Non-UK Members (by their duly appointed representatives) at a particular place (a "**physical meeting**"); or
- 12.1.2 a general meeting held and conducted by both physical attendance by Members (by their duly appointed representatives or proxies) and/or Non-UK Members (by their duly appointed representatives) at a particular place and by Members (by their duly appointed representatives or proxies) and/or Non-UK Members (by their duly appointed representatives) also being able to attend and participate by electronic means without needing to be in physical attendance at that place (a "**hybrid meeting**").
- 12.2 The Board shall in its discretion determine whether a general meeting is to be held as a physical meeting or a hybrid meeting.
- 12.3 Members or their proxies or duly authorised representatives present shall be counted in the quorum for, and entitled to vote at, a hybrid meeting, and that meeting shall be duly constituted and its proceedings valid, if the chair of the meeting is satisfied that adequate facilities are available throughout the hybrid meeting to ensure that Members (by their duly appointed representatives or proxies) and Non-UK Members (by their duly appointed representatives) attending the hybrid meeting who are not present together at the same place may:
- 12.3.1 participate in the business for which the meeting has been convened;
- 12.3.2 hear all persons who speak at the meeting; and
- 12.3.3 be heard by all other persons at the meeting.
- 12.4 Without prejudice to Article 12.5, any interruption to the electronic participation of, or technology failure on the part of, one or more Members or Non-UK Members (or their proxies or duly authorised representatives as the case may be) shall not affect the validity of the meeting or any business transacted at it.
- 12.5 If it appears to the chair of the hybrid meeting that the electronic platform(s), facilities or security at the hybrid meeting have failed or have become inadequate for the purposes referred to in Article 12.3 the chair may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at the general meeting up to the

time of an adjournment shall be valid and the relevant provisions of Article 13.18 shall apply to and in respect of that adjournment.

13 PROCEEDINGS AT GENERAL MEETINGS

Quorum

- 13.1 No business shall be transacted at any general meeting unless when the meeting proceeds to business the persons in attendance constitute a quorum. Save as otherwise provided herein and, subject to Article 10.5, 10 persons entitled to vote upon the business to be transacted, each being a duly authorised representative of a Member, or a proxy for a Member, shall constitute a quorum.
- 13.2 If within half an hour from the time appointed for the meeting a quorum is not in attendance, or if during the meeting a quorum ceases to be in attendance, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall be adjourned to such time and place, being not less than fourteen days later, as the Board may determine and at the adjourned meeting the persons in attendance, being proxies for Members or the duly authorised representatives of Members, shall be a quorum. Notice of such adjourned meeting shall be sent to each Member and Non-UK Member entitled to receive notice of general meetings in accordance with Article 13.18.

Appointing proxies and representatives

- 13.3 Any Member or Non-UK Member who attends a general meeting through its duly authorised representative shall have completed and delivered to the Secretary (or to someone authorised on behalf of the Secretary to receive the same) prior to the commencement of the general meeting a duly signed form of authority from the Member or Non-UK Member for its duly authorised representative to attend the meeting on its behalf such authority to be (subject to Article 13.5 in the case of Members only) in the following form (or in a form as near to thereto as circumstances allow, or in any other form which the Board may approve):

British Chambers of Commerce ("BCC")

We,

Of

being a [Member] [Non-UK Member]* of BCC hereby appoint*

of

or failing him/her

of

as our authorised representative to attend, speak and (in the case of Members only) vote in our name and on our behalf at the meeting of BCC to be held on [] and at any adjournment thereof.

Unless otherwise instructed, the authorised representative of a Member (but not a representative of a Non-UK Member) may vote as he or she thinks fit or abstain from voting.

Signed on []

Signature:

(by a Director or other duly authorised representative of the above-named Member or Non-UK Member)

**[strike out whichever is not applicable]*

In the absence of such form of authority duly completed and signed a representative or purported representative shall have no right to speak or (if relevant) vote at the meeting. The decision of the chair of the meeting as to whether such form has been duly completed, signed and delivered as aforesaid shall be final and binding. A Member or Non-UK Member may send or allow additional representatives to attend as observers and to speak at the meeting, but such additional representatives shall have no right to vote and must be duly authorised to attend in accordance with the requirements of this Article 13.3.

- 13.4 The appointment of a proxy shall be executed by or on behalf of the Member, shall be delivered to the Secretary (or by someone authorised on behalf of the Secretary to receive the same) prior to the commencement of the general meeting and shall be (subject to Article 13.5) in the following form (or in a form as near thereto as circumstances allow, or in any other form which is usual or which the Board may approve):

British Chambers of Commerce ("BCC")

We,

of

being a Member of BCC (but not a Non-UK Member), hereby appoint

of

or, failing him/her,

of

as our proxy to vote in our name and on our behalf at the general meeting of BCC to be held on [] and at any adjournment thereof.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on []

Signature:

(by a Director or other duly authorised representative of the above-named Member)

The decision of the chair of the meeting as to whether such form has been duly completed, signed and delivered as aforesaid shall be final and binding.

- 13.5 Where it is desired to afford a Member (but not a Non-UK Member) an opportunity of instructing its duly authorised representative or proxy how that representative or proxy shall vote, the instrument appointing an authorised representative or proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

British Chambers of Commerce ("BCC")

We,

of

being a Member of BCC (but not a Non-UK Member) hereby appoint

of

or, failing him/her,

of

*as our [authorised representative] *[proxy]* to vote in our name and on our behalf at the general meeting of BCC to be held on [] and at any adjournment thereof.*

*This form is to be used in respect of the resolutions mentioned below** as follows:*

*Resolution No 1 *for *against*

*Resolution No 2 *for *against*

** Strike out whichever is not desired or appropriate*

*** Add further resolutions as appropriate*

In the absence of clear instruction or clear instructions as to how the form is to be used by the proxy or authorised representative as above, the proxy or authorised representative of the Member may vote as he or she thinks fit or abstain from voting.

Signed on []

Signature:

(by a director or other duly authorised representative of the above-named Member)

The decision of the chair of the meeting as to whether such form has been duly completed, signed and delivered as aforesaid shall be final and binding.

Chairing general meetings

- 13.6 The President shall chair every general meeting of BCC but if at the time of the commencement of the meeting no person is fulfilling the function of President or if the President shall not be present within 15 minutes after the time appointed for the holding of the meeting or if he or she is unable or unwilling to act, the Directors present shall choose one of their number to chair the meeting and if there is only one Director present and willing to act he or she shall be chair. If at any meeting no Director is willing to act as chair or if no Director is present within 15 minutes after the time appointed for the holding of the meeting, the proxies and duly authorised representatives of Members present shall choose one of their number to chair the meeting.

Resolutions and voting

- 13.7 Votes of a Member may be given at a general meeting either by its duly authorised representative or by its duly appointed proxy. Representatives of Non-UK Members are not entitled to vote.
- 13.8 In the case of a specific resolution duly proposed, no amendment (other than an amendment to correct a patent error) may be considered or voted upon unless at least 48 hours prior to the time appointed for the holding of the meeting or adjourned meeting at which such resolution is to be proposed, notice in writing of the terms of the amendment and intention to move the same has been lodged at the registered office of BCC on behalf of a Member, or the chair of the meeting in his or her absolute discretion decides that it may be considered or voted upon.
- 13.9 Any question put to the vote at a general meeting (whether a physical meeting or a hybrid meeting) shall be decided on a show of hands unless:
- 13.9.1 the Board shall decide prior to the holding of the meeting that a poll be taken;
- 13.9.2 the chair shall decide at any time during the meeting before, on or immediately following the declaration of the result of the show of hands that a poll be taken; or
- 13.9.3 a poll is demanded as provided by Article 13.10.
- 13.10 Subject to Article 13.9, at any general meeting votes shall be given in such manner as the chair of the meeting may direct. In the case of an equality of votes the chair shall not have a casting vote and the resolution shall be lost. A declaration by the chair that a resolution has been carried or passed unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of BCC, shall be conclusive evidence of the fact provided always that (except on the election of the chair or on any question of adjournment) a poll may be demanded by the chair, by the duly appointed representatives or proxies present at the meeting of five Members entitled to vote at the meeting or by the duly appointed representatives or proxies present at the meeting of Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting and, if so demanded prior to the meeting or at the meeting prior to, on or immediately following the declaration of the result of the show of hands, the poll shall be taken at such time and place and in such manner as the chair of the meeting may direct.
- 13.11 No objection shall be raised to the qualification of any voter on behalf of a Member except at the 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 chair whose decision shall be final and conclusive.
- 13.12 Any vote given or poll demanded by a duly authorised representative or proxy of a Member or Members shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting) was received by the chair, the Secretary or any Director at the time appointed for taking the poll.
- 13.13 No Member or Non-UK Member shall have the right to receive notice of or to appoint a proxy or appoint or send a representative to or (in the case of Members) to vote at any meeting or exercise any other rights of membership whether conferred by these Articles or otherwise if it is more than three months in arrears with the payment of its Affiliation Fee or any part thereof (provided that a Member or Non-UK Member shall not be regarded as being in arrears if and to the extent that the Board has agreed to defer or waive payment of its Affiliation Fee or part thereof pursuant to Articles 5.4 or 5.5 or 6.6

or 6.7 (as the case may be)) or if any certificate required to be submitted by such Member under Article 5 is overdue.

Meeting security and conduct

- 13.14 The Board may direct that authorised representatives and proxies of Members and authorised representatives of Non-UK Members wishing to attend any general meeting should submit to such searches or other security (or, in the case of a hybrid meeting, electronic security) arrangements or restrictions as the Board shall consider appropriate in the circumstances and the Secretary or chair of the meeting shall be entitled in his or her absolute discretion to refuse entry to, or eject from, or terminate attendance via the electronic platform being used for a hybrid meeting, at such general meeting any such proxies or authorised representatives who fail to submit to such searches or otherwise to comply with such security arrangements or restrictions.
- 13.15 Each Director present at any general meeting shall take such action as he or she thinks fit to promote the orderly conduct of the business of that general meeting as laid down in the notice of the meeting and the chair's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his or her determination as to whether any matter is of such a nature.
- 13.16 Each Director shall be entitled to attend and speak at any general meeting of BCC. The chair may also invite any other person to attend and speak at any general meeting of BCC if the chair considers that person to be equipped with knowledge or experience of BCC's business to assist in the deliberations of the meeting.

Postponing and adjourning general meetings

- 13.17 If the Board in its absolute discretion considers it is impracticable or unreasonable or inappropriate for any reason (which reason(s) may include concerns as to security or safety or (in the case of a hybrid meeting) concerns as to the adequacy or security of the electronic platform(s) used to host such meeting) to hold a general meeting on the date and/or at the time and/or place and/or on the electronic platform(s) (as the case may be) specified in the notice calling the meeting it may give notice pursuant to Article 33 to those entitled to receive the notice pursuant to Article 33.8 postponing such meeting to a time and date of not less than fourteen Clear Days' notice (or, where the meeting is an annual general meeting, twenty-one Clear Days' notice). When a meeting is so postponed, notice of the date, time and place and (in the case of a hybrid meeting, the electronic platform(s)) of the postponed meeting shall be given to each of the Members and Non-UK Members in accordance with Articles 11.1 or 11.2 (as the case may be) and Article 33. Notice of the business to be transacted at such postponed meeting shall not be required.
- 13.18 The chair of a general meeting of BCC may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Not less than fourteen Clear Days' notice (or where the meeting is an annual general meeting not less than twenty-one Clear Days' notice) of such adjourned meeting shall be given to each Member and Non-UK Member entitled to receive notice of general meetings and the notice of the adjourned meeting shall specify either the place at which such adjourned meeting shall be held or that it shall be a hybrid meeting, in which case the notice shall also specify the electronic platform(s) to be used at that adjourned meeting.

Meetings at more than one location

13.19 Without prejudice and in addition to Article 12, the Board may decide to enable persons entitled to attend a general meeting (whether that meeting is a physical meeting or a hybrid meeting) to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world and Members (through their duly authorised proxies or representatives) present at such satellite meeting places shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members (through their duly authorised representatives or proxies) and Non-UK Members (through their duly authorised representatives) attending the meeting at all meeting places are able to:

13.19.1 participate in the business for which the meeting has been convened;

13.19.2 hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio visual communications equipment or otherwise) at the principal meeting place and at any satellite meeting place; and

13.19.3 be heard and seen by all other persons present in the same way.

13.20 The chair of the meeting shall be present and preside at, and the meeting shall be deemed to take place at, the principal meeting place.

13.21 Without prejudice and in addition to Articles 12 and 13.19, the Directors may, for the purpose of ensuring the comfort, safety and security of those attending at any place specified for the holding of a physical general meeting, from time to time, make such arrangements as the Directors shall consider to be appropriate in the circumstances and may from time to time vary any such arrangements or make new arrangements in place thereof. In the case of any physical meeting to which such arrangements apply the Directors may, for the purposes of ensuring the comfort, safety and security of those attending, when specifying the place of the meeting:

13.21.1 direct that the meeting shall be held at the place of the general meeting specified in the notice, at which the chair of the meeting shall preside ("**Principal Place**"); and

13.21.2 make arrangements for simultaneous attendance and participation at other places anywhere in the world (and/or by electronic means, in which case the provisions of Articles 12.3 to 12.5 shall apply) by proxies or representatives of Members and representatives of Non-UK Members otherwise entitled to attend the general meeting but who cannot be accommodated in the Principal Place or who are excluded therefrom under the provisions of this Article or who wish to attend at any of such other places (or by such electronic means as the case may be), provided that all persons attending (whether at the Principal Place, such other places or by electronic means) may participate in the business for which the meeting has been convened, hear all persons who speak at the meeting and be heard by all other persons at the meeting.

Such arrangements for simultaneous attendance may include arrangements for regulating the level of attendance in any manner aforesaid as between the Principal Place and any of such other places, provided that they shall operate so that any such proxies or representatives of Members or representatives of Non-UK Members who cannot be accommodated in the Principal Place or wish to attend at other places or by electronic means as aforesaid are able to attend at one of such other places or by such means (as the case may be). For the purposes of all other provisions of these Articles any such meeting shall be treated as being held and taking place at the Principal Place.

14 GENERAL AUTHORITY OF DIRECTORS

Subject to these Articles, the Directors are responsible for the management of BCC's business and affairs for which purpose they may exercise all the powers of BCC as are not required to be exercised by BCC in general meeting either by the Act or by these Articles or by any regulation imposed by BCC by special resolution in general meeting but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation has not been imposed.

15 COMPOSITION OF THE BOARD

15.1 Subject to casual vacancies arising from time to time and subject to any other statutory provisions and/or other provisions of these Articles, the Board shall be composed of the following persons as Directors:

15.1.1 the President;

15.1.2 the Director General;

15.1.3 six Chamber Network Non-Executive Directors, each being (in relation to a Member):

15.1.3.1 a Member Representative (not being a chief executive or employee of a Member) operating in the private sector (and, for those purposes, "private sector" shall be deemed to include universities, colleges or other education establishments);

15.1.3.2 a chief executive of a Member; or

15.1.3.3 a past-president or past-chair or ex-officer of a Member,

and of those at least two shall be Member Representatives referred to in Article 15.1.3.1 and at least two shall be chief executives of Members but none shall be the President and if any one of them becomes President he or she shall automatically cease to be a Non-Executive Director and shall be replaced with a new appointee under this Article 15.1.3 and the other relevant provisions of these Articles;

15.1.4 no more than two Independent Non-Executive Directors (there being no obligation to appoint);

15.1.5 the Finance Director (or, if the post of Finance Director is vacant, the person fulfilling the function of BCC's finance director for the time being); and

15.1.6 no more than three Co-opted Directors (there being no obligation to appoint).

15.2 To avoid doubt, the Chair shall be one of the persons referred to in Article 15.1.3 and neither the Chair nor the Vice-Chair shall or may be the President.

15.3 Each Chamber Network Non-Executive Director and each Independent Non-Executive Director shall hold office for a term of three years from the date of the annual general meeting at which he or she is elected (or, if longer, for a term expiring at the next general meeting which follows the end of such three years) but (save for any Chamber Network Non-Executive Director referred to in Article 15.1.3.3 who may only serve as such for one term) may be re-elected if willing to serve. Save as aforesaid and subject to the other provisions of this Article 15, neither a Chamber Network Non-Executive Director nor an Independent Non-Executive Director shall hold office as such for more than two such terms provided that any Chamber Network Non-Executive Director who is for the time being the Chair (elected as such in accordance with Article 20) may continue to serve for up to three such terms subject always to the provisions of Articles 15.7 and 20.

- 15.4 Each of the Officeholders shall hold office *ex officio* until such time as they cease to be Officeholders, provided that the President and the Chair remain subject to Article 15.6.
- 15.5 Co-opted Directors shall be appointed by the Board and shall hold office for a period of up to one year only but shall be eligible for further co-option to the Board. Before making any such appointment, the Board shall consult the Nominations Committee regarding the Board's proposal to make such an appointment and the Nominations Committee shall consider that proposed appointment and the suitability of the person in question and may offer advice to the Board in relation thereto taking into account the matters referred to in Article 28.1. To avoid doubt, having so consulted the Nominations Committee, the Board may appoint or co-opt a person as a Co-opted Director without that person having been approved or nominated by the Nominations Committee.
- 15.6 To avoid doubt and subject to Articles 15.9 and 15.10, a Director who has served in the Director category of Chamber Network Non-Executive Director or Independent Non-Executive Director or Co-opted Director may, upon or after ceasing to be a Director in such category and if so resolved by the Board, be appointed or may serve in another of such categories if he or she qualifies for appointment or election in that other category and (where applicable) he or she has been nominated by the Nominations Committee for appointment or recommended for election in that other category. By way of example (but without limitation) a Chamber Network Non-Executive Director or an Independent Non-Executive Director may, upon or after ceasing to be a Director in either such category (having served one or two terms as referred to in Article 15.3 or otherwise), be appointed by the Board and may serve as a Co-opted Director under Article 15.5.
- 15.7 No person other than a person in post as an Executive Director may serve as a Director for a total of more than nine years from the date he or she first became a Director, whether or not consecutive.
- 15.8 Any casual vacancies on the Board (other than for Co-opted Directors and the President) shall be filled by the Board following nomination by the Nominations Committee under Article 28 of the person or persons to be appointed (subject nevertheless to Article 15.10).
- 15.9 No person nominated by the Nominations Committee under Article 28 shall hold office until such nomination is approved by the Board and the Board has appointed that person as a Director (subject nevertheless to Article 15.10).
- 15.10 At each annual general meeting (subject to the other provisions of these Articles):
- 15.10.1 each person who is either a Chamber Network Non-Executive Director or an Independent Non-Executive Director on the selection date (as defined below) and was appointed as a Director by the Board (having been nominated by the Nominations Committee) after the previous annual general meeting shall be proposed for election as a Director at the first annual general meeting following his or her appointment by the Board; and
- 15.10.2 each other person who is either a Chamber Network Non-Executive Director or an Independent Non-Executive Director on the selection date and whose first three year term of office under Article 15.3 will expire on or about the time of the annual general meeting shall, subject to the approval of the Nominations Committee and the Board and if he or she is willing to continue to act as such, be proposed for re-election as a Director at that annual general meeting,

provided that, in each case, the person concerned remains a Director immediately before the commencement of the meeting, is eligible to continue as a Director and has confirmed to the Board that he or she is willing to continue as a Director. The "**selection date**" shall be a date selected by the Board being not more than 14 days before (and no later than) the date of the notice of the relevant general meeting.

16 PROCEEDINGS OF THE BOARD AND COMMITTEES

- 16.1 Notice of every meeting of the Board shall, save as hereinafter provided, be given to all the Directors. Notice shall be deemed to be properly given to a Director if it is given to him or her personally or by word of mouth or sent in writing to him or her at his or her last known address or at any other address given by him or her to BCC for this purpose or if it is sent by fax to a number or if it is sent by electronic mail to an electronic mail address given by him or her to BCC for this purpose. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of meetings of the Board shall during his or her absence be sent in writing to him or her at an address or to a fax number or electronic mail address given by him or her to BCC for this purpose, but if no such request is made to the Board it shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom. A Director may waive notice of any meeting of the Board prospectively or retrospectively. The accidental omission to give notice of a Board meeting to, or the non-receipt of a notice of a Board meeting by, any Director entitled to receive notice shall not invalidate the proceedings at that meeting.
- 16.2 No Director may appoint another person as his or her alternate for any purpose whatsoever.
- 16.3 The quorum necessary for the transaction of the business of the Board shall be any five Directors (or such greater number as the Board may from time to time require) entitled to vote on the business to be transacted. Every Director present in person, by telephone or by Electronic Communication and entitled to vote on the business to be transacted shall be counted in the quorum.
- 16.4 All or any of the members of the Board or all or any members of any Committee may participate in a meeting of the Board or that Committee by means of conference telephone or any communication equipment or Electronic Communication which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
- 16.5 If a question arises at a meeting of the Board or of a Committee as to the right of a member of the Board or Committee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the relevant meeting and his or her ruling in relation to any such Board or Committee member (other than himself or herself) shall be final and conclusive.
- 16.6 The Board may act notwithstanding any vacancy in its body but, if and so long as its number is reduced below the quorum required under Article 16.3, the Board may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of BCC for that purpose, but for no other purpose.
- 16.7 Subject to Article 20.2, the Chair (or, in his or her absence, the Vice-Chair) shall chair every meeting of the Board. If at any meeting neither the Chair nor the Vice-Chair is present within 10 minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair that meeting.
- 16.8 Decisions or resolutions of the Board may also be made or effected by resolution in writing in accordance with Article 30.2.

- 16.9 All acts done by any meeting of the Board or of a Committee, or by any person acting as a member of the Board or of such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or of the relevant Committee and had been entitled to vote.
- 16.10 The Directors and members of Committees shall be entitled to be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from Board or Committee meetings or general meetings of BCC or otherwise in connection with the business of BCC.
- 16.11 Subject to the provisions of these Articles, the Board and Committees may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they each think fit. Questions arising at any meeting shall be decided by a majority of votes on a show of hands and each Director or Committee member present and entitled to vote shall have one vote. In the case of an equality of votes the person chairing the meeting shall not have a casting vote unless otherwise provided in these Articles. The Secretary shall be responsible for convening Board meetings and at the request of either the Chair or President or any three Directors shall summon a Board meeting. Unless otherwise provided in the terms of reference of any Committee, the Secretary shall be responsible for convening meetings of each of the Committees and, at the request of the chair of a Committee, shall summon a meeting of the relevant Committee.
- 16.12 All decisions of the Board and Committees shall be minuted in writing.

17 DIRECTORS' CONFLICTS OF INTEREST

- 17.1 The Board may, in accordance with the requirements set out in this Article 17, authorise any matter proposed to them by any Director (being referred to in this Article 17 as "the Director in question") which would, if not authorised, involve the Director in question breaching his or her duty under Section 175 of the Act to avoid conflicts of interest ("Conflict").
- 17.2 Any authorisation under this Article 17 will be effective only if:
- 17.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - 17.2.2 any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting as present the Director in question; and
 - 17.2.3 the matter was agreed to without the Director in question voting or would have been agreed to if his or her vote had not been counted.
- 17.3 Any authorisation of a Conflict under this Article 17 may (whether at the time of giving the authorisation or subsequently):
- 17.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 17.3.2 be subject to such terms and for such duration and impose such limits or conditions as the Directors may determine; and
 - 17.3.3 be terminated or varied by the Directors at any time,

provided that this will not affect anything done by the Director in question prior to such termination or variation in accordance with the terms of the authorisation.

- 17.4 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his or her involvement with the Conflict otherwise than as a Director of BCC and in respect of which he or she owes a duty of confidentiality to another person that Director is under no obligation to:
- 17.4.1 disclose such information to the Directors or to any Director or other officer or employee of BCC; or
 - 17.4.2 use or apply any such information in performing his or her duties as a Director, where to do so would amount to a breach of that confidence.
- 17.5 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently), that the Director in question:
- 17.5.1 be excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 17.5.2 should not be given any documents or other information relating to the Conflict; and
 - 17.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 17.6 If the Directors authorise a Conflict:
- 17.6.1 the Director in question will be obliged to conduct himself or herself in accordance with the terms imposed by the Directors in relation to the Conflict; and
 - 17.6.2 the Director in question will not infringe any duty he or she owes to BCC by virtue of Section 175 of the Act provided he or she acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 17.7 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to BCC for any remuneration, profit or other benefit which he or she (or the Member through which he or she is qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by BCC in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 17.8 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided the Director in question has declared the nature and extent of his or her interest in accordance with the requirements of the Act and this Article 17, the Director in question who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with BCC:
- 17.8.1 may be a party to, or otherwise interested in, any transaction or arrangement with BCC or in which BCC is otherwise (directly or indirectly) interested;
 - 17.8.2 may act by himself or herself or his or her firm or body corporate in a professional capacity for BCC (otherwise than as auditor) and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a Director;

17.8.3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which BCC is otherwise (directly or indirectly) interested; and

17.8.4 shall not, save as he may otherwise agree, be accountable to BCC for any benefit which he or she (or a person connected with him or her (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

Provided that the Director in question shall not be counted in the quorum and shall not be entitled to vote for the purposes of any proposed decision of the Board (or a Committee) in respect of the transaction or arrangement or proposed transaction or arrangement in which he or she is interested and shall not be entitled to vote at a meeting of the Board (or of a Committee) or participate in any unanimous decision in respect of the transaction or arrangement or proposed transaction or arrangement in which he or she is interested.

18 VACATION OF OFFICE BY DIRECTORS

18.1 The office of Director shall be vacated:

18.1.1 if the Director becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

18.1.2 if the Director ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director of a body corporate;

18.1.3 if a registered medical practitioner who is treating that person gives a written opinion to BCC stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;

18.1.4 if the Director receives notice signed by all the other Directors stating that such Director should cease to be a Director;

18.1.5 if the Director (other than the President) shall have attended fewer than 75% of the meetings of the Board in any period of 12 months and the Board resolves that his or her office be vacated;

18.1.6 in the circumstances referred to in Article 18.3;

18.1.7 If the Director resigns his or her office by written notice to BCC; or

18.1.8 if the Board decides, acting by a majority of the Directors other than the Director whose office may or is to be vacated, that the Director is acting in a manner which is calculated to or may as a result bring the Accredited Chamber Network or BCC into disrepute or cause them to be ridiculed or has acted in a manner prejudicial to the best interests of the Chamber of Commerce movement or BCC, and notifies that Director of the Board's decision in writing.

18.2 If the President ceases for any reason to hold such office, he or she shall *ipso facto* cease to be a Director and if a Director who is also the President ceases for any reason to be a Director, he or she shall *ipso facto* cease to hold the office of President.

- 18.3 If a Director ceases, during his or her term of office, to be qualified for appointment to the Board, he or she shall forthwith vacate office. A Chamber Network Non-Executive Director shall cease to be qualified for appointment to the Board if:
- 18.3.1 he or she ceases to be a Member Representative as determined by the relevant Member or Member Representative; or
 - 18.3.2 the Member of which he or she is a Member Representative ceases to be a Member.
- 18.4 BCC in general meeting may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of his or her period or term of office, notwithstanding anything in these Articles or in any agreement between BCC and such Director provided that the Director has the right to be heard at the relevant general meeting. In the case of such removal (not being the President to whom the provisions of Article 19 shall apply) BCC may by ordinary resolution appoint another person approved by the Nominations Committee in place of a Director removed under this Article. Such person shall be subject to re-election and retirement at the same time as if he or she had become a Director on the day on which the Director in whose place he or she is appointed was last elected or re-elected a Director.

19 THE PRESIDENT

- 19.1 The function of the President shall be as follows:
- 19.1.1 acting as an ambassador of and a spokesperson for BCC;
 - 19.1.2 acting as the chair of the National Assembly and of general meetings;
 - 19.1.3 where possible and practicable, attending meetings of the Regional Assemblies;
 - 19.1.4 being and acting as a Non-Executive Director; and
 - 19.1.5 providing guidance to the Board on the policy and external presentation of BCC, subject always to the discretion and requirements of the Board.
- 19.2 Subject to the eligibility requirements of Article 19.3 and following the open call process referred to in Article 28.2, nominations for election as President shall be made under Article 28 by the Nominations Committee to the National Assembly and the President shall be elected in accordance with Articles 13.9 and 13.10 and this Article 19.
- 19.3 Subject to Article 19.5, no person shall be eligible for election as President if that person is the Director General or Finance Director or is an employee of BCC or of any Member or Non-UK Member. Furthermore, no person shall be eligible for election as President unless that person:
- 19.3.1 is either a representative of a Chamber Member or can demonstrate active involvement in a Member at any time during the 12 months prior to such election; and
 - 19.3.2 has been nominated for election by the Nominations Committee and recommended by the National Assembly for election.
- 19.4 The National Assembly shall consider nominations made by the Nominations Committee under Article 19.2 and shall make a recommendation of one or more candidates for election at the annual general meeting or at any other general meeting next following

that meeting of the National Assembly, such election to be held in accordance with Articles 13.9 and 13.10.

- 19.5 Save as otherwise approved by an ordinary resolution, the President shall be elected for a term of one year and at the expiry of that term may, if that be the recommendation of the National Assembly, be re-elected at the relevant general meeting for a maximum of one further term of up to two years.

20 THE CHAIR

- 20.1 Subject to the other provisions of this Article 20, the Board shall from time to time and from amongst the Chamber Network Non-Executive Directors elect a Director to serve as Chair. The Director so elected shall hold office from the close of the meeting at which he or she is elected until the close of the meeting at which another Director is elected in accordance with this Article 20.
- 20.2 The President shall chair any meeting of the Board to elect a Chair under Article 20.1.
- 20.3 Subject to Article 20.4, the term of office of the Chair shall be set by the Board up to a maximum of three years from the close of the Board meeting at which he or she is elected. A retiring Chair may stand for re-election but if he or she has previously served as Chair for three consecutive years or more then he or she may be re-elected for a maximum of one further term.
- 20.4 The Board may remove the Chair from office as follows:
- 20.4.1 at any time, any six Directors may include in the notice for the next meeting of the Board a resolution proposing that the term of office of the Chair shall be determined;
- 20.4.2 at the said Board meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chair to be heard; the meeting will for the purpose of that resolution be chaired by the President if available but otherwise by such other Director considered suitable and elected for that purpose by the Board and the resolution will then be put to the vote; and
- 20.4.3 if the said resolution is passed, the Chair shall forthwith cease to hold that office but may remain a Director if otherwise still eligible and the Board shall forthwith elect a new Chair in accordance with this Article 20.
- 20.5 The functions of the Chair shall be as follows:
- 20.5.1 acting as chair of the Board;
- 20.5.2 where required, acting as an ambassador of BCC;
- 20.5.3 acting as a Non-Executive Director;
- 20.5.4 outside of Board meetings, acting as the Board's principal point of contact with the Director General; and
- 20.5.5 providing guidance to the Board on the business, internal management and governance of BCC;
- subject always to the discretion and requirements of the Board.

21 THE VICE-CHAIR

- 21.1 The Board shall from time to time elect a Director to serve as Vice-Chair. The Director so elected shall hold office from the close of the meeting at which he or she is elected until the close of the meeting at which another Director is elected as Vice-Chair in accordance with this Article 21.1.
- 21.2 Subject to Article 21.3 the usual term of office of the Vice-Chair shall be set by the Board up to a maximum of one year from the close of the Board meeting at which he or she is elected. A retiring Vice-Chair may stand for re-election but if he or she has previously served as Vice-Chair for one year or more then he or she may be re-elected for a maximum of one further term.
- 21.3 The Board may remove the Vice-Chair from office as follows:
- 21.3.1 at any time, any six Directors may include in the notice for the next meeting of the Board a resolution proposing that the term of office of the Vice-Chair shall be determined;
- 21.3.2 at the said Board meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Vice-Chair to be heard; the meeting will for the purpose of that resolution be chaired by the Chair if available but otherwise by such other person considered suitable and elected for that purpose by the Board and the resolution will then be put to the vote;
- 21.3.3 if the said resolution is passed, the Vice-Chair shall forthwith cease to hold that office but may remain a Director if otherwise still eligible and the Board shall forthwith elect a new Vice-Chair in accordance with this Article 21.
- 21.4 The functions of the Vice-Chair shall be as follows:
- 21.4.1 in the absence for any reason of the Chair, or if there is a casual vacancy in the office of the Chair, undertaking the functions of the Chair under Article 20.5; and
- 21.4.2 acting as a Non-Executive Director,
- subject always to the discretion and requirements of the Board.

22 THE DIRECTOR GENERAL

The Board may delegate to the Director General the exercise of such of the Board's powers as it considers desirable to be exercised by him or her and at any time may revoke, or alter the scope of, such delegation. The Director General shall be appointed by the Board following a nomination by the Nominations Committee under Article 28 for such term, at such remuneration and upon such conditions as the Board may think fit, and any Director General appointed may be removed by the Board, but without prejudice to any claim for damages for breach of the contract of service between the Director General and BCC. The appointment of any Director General shall also terminate *ipso facto* if for any reason he or she vacates office as a Director, but without prejudice to any claim for damages as aforesaid. The Director General shall not be subject to retirement by rotation.

23 THE FINANCE DIRECTOR

The Finance Director shall be appointed by the Board following a recommendation from or a nomination by the Nominations Committee under Article 28 for such term, at such remuneration and upon such conditions as the Board may think fit, and any Finance Director appointed may be removed by the Board, but without prejudice to any claim for damages for breach of the contract of service between the Finance Director and BCC. The appointment of any Finance Director shall also terminate *ipso facto* if for any reason he or she vacates office as a Director,

but without prejudice to any claim for damages as aforesaid. The Finance Director shall not be subject to retirement by rotation.

24 REGIONAL ASSEMBLIES

- 24.1 There shall be assemblies ("**Regional Assemblies**") of Members relating to each of the regions and countries listed at Article 24.2 and such additional assemblies as shall be approved by the Board from time to time. The functions of the Regional Assemblies shall be to:
- 24.1.1 directly represent the Accredited Chamber Network;
 - 24.1.2 inform and advise the Board in respect of the following;
 - 24.1.2.1 policy matters and campaigns of common interest to Chambers; and
 - 24.1.2.2 the impact of policy decisions on the geographical areas represented by the Regional Assemblies;
 - 24.1.3 advise on major issues relating to the prosperity of British industry and the British economy;
 - 24.1.4 represent regional Chambers in respect of matters arising in relation to the relevant geographical area;
 - 24.1.5 recommend candidates for the Board and for the role as President such recommendations to be given to the Nominations Committee; and
 - 24.1.6 nominate five candidates for the Nominations Committee (being one Member Representative nominated by each UK Regional Assembly) such nominations to be given to the National Assembly.
- 24.2 As at the date of the adoption of these Articles, the following regions and countries have Regional Assemblies:
- 24.2.1 North Region;
 - 24.2.2 Midlands Region;
 - 24.2.3 South East Region;
 - 24.2.4 West and Wales Region; and
 - 24.2.5 Scotland.
- 24.3 The Northern Ireland Chamber shall be entitled to join and participate in any Regional Assembly meetings that its leadership deems beneficial or relevant. In any event the Board shall engage with the Northern Ireland Chamber each year on matters relevant to BCC policy and governance.
- 24.4 The Board may from time to time adopt regulations governing the operation of the Regional Assemblies including, without limitation, provisions for the involvement of Non-UK Members.
- 24.5 Each Regional Assembly shall be entitled to recommend from time to time candidates in accordance with 24.1.5 above by sending such recommendations to the Secretary who shall forward the same to the chair of the Nominations Committee for consideration by the Nominations Committee.

24.6 Subject to Articles 24.3 and 24.4, the membership of each Regional Assembly shall comprise the following representatives from each Chamber located in the geographical territory or territories of that Regional Assembly and, if the Northern Ireland Chamber chooses that region, from the Northern Ireland Chamber also:

24.6.1 the president or chair as determined by the relevant Chamber;

24.6.2 the chief executive for the time being of that Chamber (or if the relevant Chamber so decides, another executive director of the Chamber); and

24.6.3 one additional Member Representative of that Chamber.

The appointment or removal of any Regional Assembly Representative shall be effected at the discretion of the relevant Chamber which he or she represents and such appointment or removal shall take effect on delivery of notice in writing by a director or officer of the relevant Chamber to the Secretary of BCC or on such later date (if any) specified in such notice to that effect.

The Board may by notice to the chief executive or chair of the relevant Chamber remove a Regional Assembly Representative from that status if, in the opinion of the Board, he or she is acting in a manner which is calculated to or may as a result bring the Accredited Chamber Network or BCC into disrepute or cause them to be ridiculed or has acted in a manner prejudicial to the best interests of the Chamber of Commerce movement or BCC.

24.7 The meetings of each Regional Assembly shall be chaired by a Regional Assembly Representative elected as the Regional Assembly Chair in accordance with Article 24.13. If, at any meeting of a Regional Assembly, the Regional Assembly Chair is unable or unwilling to chair that meeting or is not present within ten minutes after the time appointed for holding that meeting or if at that time and for any reason there is no Regional Assembly Chair holding office then the Regional Assembly Representatives present may choose one of their number to chair that meeting.

24.8 Where considered appropriate by the relevant Regional Assembly Chair, Member Representatives from Chambers subsisting outside of the geographic scope of a Regional Assembly shall be entitled to attend as observers in any meeting of a Regional Assembly.

24.9 Each Regional Assembly should meet as follows:

24.9.1 once following each BCC annual general meeting and before the meeting of the National Assembly which next follows that annual general meeting; and

24.9.2 at such other times:

24.9.2.1 as is deemed necessary for any Regional Assembly by its Chair, without BCC representatives present; and

24.9.2.2 when required by the Board for any purpose with BCC representatives present.

24.10 The Regional Assemblies shall in the exercise of their functions conform with the provisions of these Articles and to any other regulations imposed on Regional Assemblies by the Board and all such regulations shall be consistent with these Articles and shall always include provision for regular reports to the Board.

24.11 Any decisions of a Regional Assembly shall be minuted and a copy of the approved minutes shall be circulated to:

24.11.1 the relevant Regional Assembly Representatives; and

24.11.2 the Board.

- 24.12 BCC shall provide a secretariat in support of the meetings referred to in Article 24.9.1 but not the meetings referred to in Article 24.9.2.
- 24.13 A Regional Assembly Chair shall be elected by the Regional Assembly Representatives at a Regional Assembly Governance Meeting and shall hold office until the close of the subsequent Regional Assembly Governance Meeting after his or her election, at which time, subject to Article 24.14, each such person shall be eligible for re-election for a maximum of one further term of one year.
- 24.14 The following process shall apply to the election of each Regional Assembly Chair:
- 24.14.1 Candidates for election as Regional Assembly Chair must be proposed by or on behalf of a Regional Assembly Representative for that Regional Assembly in writing and seconded by or on behalf of a Regional Assembly Representative for that Regional Assembly in writing, such proposals and secondings to be received by the Secretary at the registered office of the BCC not less than 42 days before a Regional Assembly Governance Meeting.
- 24.14.2 Regional Assembly Representatives present at the relevant Regional Assembly Governance Meeting shall decide, by means of a vote on a show of hands, which candidate shall be appointed as Regional Assembly Chair.
- 24.14.3 In the event of any Regional Assembly Chair ceasing to hold office during his or her period of tenure the Regional Assembly may appoint (in accordance with Article 24.14.2) any other Regional Assembly Representative to replace the departing or departed Chair to hold that office until the next following Regional Assembly Governance Meeting. That Regional Assembly Representative shall then be eligible for election in accordance with this Article 24.14 and the period from his or her appointment to the next following Regional Assembly Governance Meeting shall not count as a term for the purposes of Article 24.13.
- 24.15 The quorum necessary for meetings of each Regional Assembly shall be seven Regional Assembly Representatives and all Regional Assembly Representatives present in person, by telephone or by Electronic Communication shall be counted in the quorum.
- 24.16 All or any of the Regional Assembly Representatives may participate in a meeting of the any Regional Assembly by means of conference telephone or any communication equipment or Electronic Communication which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
- 24.17 If a question arises at a meeting of a Regional Assembly as to the right of any Regional Assembly Representative to vote, the question may, before the conclusion of the meeting, be referred to the chair of the relevant meeting and his or her ruling in relation to any such Regional Assembly Representative (other than himself or herself) shall be final and conclusive.

- 24.18 All acts done by any of the Regional Assemblies, or by any person acting as a member of any of the Regional Assemblies shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Regional Assembly Representative, or that they or any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Regional Assembly Representative and had been entitled to vote.
- 24.19 Subject to the provisions of these Articles, the Regional Assemblies may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they each think fit. Questions arising at any meeting shall be decided by a majority of votes on a show of hands and each Regional Assembly Representative present and entitled to vote shall have one vote. In the case of an equality of votes at any meeting of a Regional Assembly on the appointment of a Regional Assembly Chair under either Article 24.14.2 or Article 24.14.3 then the person chairing the meeting shall have a casting vote. In the case of an equality of votes on any other matter the person chairing the meeting shall not have a casting vote.
- 24.20 Either the Secretary or the relevant Regional Assembly Chair shall be responsible for convening a meeting of a Regional Assembly.
- 24.21 Decisions and resolutions of any Regional Assembly may also be made or effected by resolution in writing in accordance with Article 30.2.

25 THE NATIONAL ASSEMBLY

- 25.1 There shall be a national assembly of Members and Non-UK Members ("**National Assembly**"). The functions of the National Assembly shall be to:
- 25.1.1 represent the Accredited Chamber Network as the 'voice of the Chamber Network';
 - 25.1.2 endeavour to ensure that every Chamber is represented at BCC's annual general meetings;
 - 25.1.3 provide policy and campaigns guidance to BCC on an annualised basis;
 - 25.1.4 propose one or more persons for election as President; and
 - 25.1.5 appoint candidates for the Nominations Committee in accordance with Article 27.3.
- 25.2 The National Assembly shall comprise:
- 25.2.1 the President; and
 - 25.2.2 the National Assembly Representatives,
- and the meetings of the National Assembly shall be chaired by the President but if at the time of the commencement of the meeting no person is fulfilling the function of President or if the President is unable to be present or shall not be present within 15 minutes after the time appointed for the holding of the meeting, the National Assembly shall elect a chair from its number for that meeting.
- 25.3 Each Member shall be entitled to representation in the National Assembly through and by their National Assembly Representatives.

- 25.4 The Board may from time to time adopt regulations governing the operation of the National Assembly including, without limitation, provisions for the involvement of Non-UK Members.
- 25.5 The National Assembly shall meet annually on or before the day of (but not at the same time as) the annual general meeting and shall also meet at such other times and places as may be required from time to time by the Board giving to the National Assembly Representatives for the time being at least fourteen days' notice in writing of such a meeting.
- 25.6 The National Assembly shall in the exercise of its powers conform with the provisions of these Articles and to any other regulations consistent with these Articles imposed on it by the Board and all such regulations shall always include provision for regular reports to the Board.
- 25.7 Any decisions of the National Assembly shall be minuted and a copy of the approved minutes shall be circulated to the National Assembly Representatives and to the Board.
- 25.8 The quorum necessary for meetings of the National Assembly shall be ten National Assembly Representatives and all National Assembly Representatives present in person, by telephone or by Electronic Communication shall be counted in the quorum.
- 25.9 Articles 24.16 to 24.20 shall apply *mutatis mutandis* to a National Assembly (as if each reference to the Regional Assembly was a reference to the National Assembly and each reference to a Regional Assembly Representative was a reference to a National Assembly Representative), save that either the Secretary or the President shall be responsible for convening a meeting of the National Assembly (on the instructions of the Board).
- 25.10 Decisions and resolutions of any Regional Assembly may also be made or effected by resolution in writing in accordance with Article 30.2.

26 COMMITTEES

- 26.1 The Board may delegate any of its powers or functions to Committees appointed under these Articles or to such other Committees consisting of such persons as it thinks fit and the Board shall (subject to Articles 27 and 28) set the terms of reference of each such Committee, which shall be available to Members on request. Subject to Articles 27 and 28, the Board may appoint additional persons as members of a Committee, and may remove any existing member of a Committee appointed by the Board, as it thinks fit. Any Committee shall in the exercise of the powers or fulfilment of the functions so delegated conform with the provisions of these Articles or to any other regulations consistent with these Articles imposed on it by the Board and all such regulations shall always include provision for regular reports to the Board. Any decisions of any Committee shall be minuted and a copy of the approved minutes shall be circulated to that Committee's members and to the Board.
- 26.2 Without prejudice to Article 26.1 the Board may remove a Committee member if, in the opinion of the Board, he or she is acting in a manner which is calculated to or may as a result bring the Accredited Chamber Network or BCC to disrepute or cause them to be ridiculed or has acted in a manner prejudicial to the best interests of the Chamber of Commerce movement or BCC.
- 26.3 Subject to Article 27, the Board may appoint a chair of any Committee from amongst the members of that Committee and may remove any person so appointed. In the absence of any such appointment by the Board, a Committee may elect a chair of its meetings from amongst the Directors who are Committee members but, if no such chair is so appointed or elected or if at any meeting the chair is not present within 10 minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to chair the meeting.

- 26.4 Save as otherwise required by these Articles or by regulations of the Board, a Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined and decisions shall be made, and resolutions passed by a majority of votes of the Committee members present. Decisions and resolutions of any Committee may also be made or effected by resolution in writing in accordance with Article 30.2.
- 26.5 There are established as standing Committees under this Article:
- 26.5.1 the Accreditation Board (with responsibility *inter alia* for accreditation of new Members and maintenance of the Accreditation Standards);
 - 26.5.2 the Nominations Committee;
 - 26.5.3 the International Trade Committee (with responsibility *inter alia* for formulating policy on international trade issues and for discussing and reviewing technical issues);
 - 26.5.4 the Remuneration Committee; and
 - 26.5.5 the Audit and Risk Management Committee.
- 26.6 The Board may constitute advisory panels to assist it in managing the business and affairs of BCC, but the Board may only delegate its powers and/or functions to a Committee formed and operated in accordance with these Articles and any regulations made by the Board for the purposes of Article 26.1.
- 26.7 In respect of the Nominations Committee, this Article is subject to Articles 27 and Article 28. In the event of any inconsistency or conflict between Articles 26, 27 and 28 on the one hand and the terms of reference of the Nominations Committee on the other hand then Articles 26, 27 and 28 shall prevail.

27 COMPOSITION OF THE NOMINATIONS COMMITTEE

- 27.1 Subject to any other statutory provisions and/or other provisions of these Articles (save that this Article prevails over Article 26), the Nominations Committee shall (subject to any casual vacancy arising) be composed of the following persons:
- 27.1.1 the Chair;
 - 27.1.2 two members of the Board proposed by the Chair and approved and appointed by the Board; and
 - 27.1.3 five Member Representatives appointed by the National Assembly pursuant to Article 27.3 of which any three shall be entitled to attend and participate in each meeting of the Nominations Committee as selected by the Chair for that meeting. In making that selection, the Chair shall take into account the availability of those Member Representatives to attend the meeting and the Chair shall also use reasonable endeavours to try to ensure that, over time, attendance by each such Member Representative at meetings of the Nominations Committee is broadly commensurate with the other such Member Representatives so far as is practicable.
- 27.2 The Chair shall be the chair of the Nominations Committee.
- 27.3 The National Assembly shall appoint five members of the Nominations Committee under Article 25.1.5 (being the Member Representatives nominated by the UK Regional Assemblies under Article 24.1.6) and may remove any such member. In the case of a casual vacancy arising on the Nominations Committee due to the removal or resignation of any such member of the Nominations Committee, the National Assembly shall appoint

to the Nominations Committee another Member Representative nominated by the relevant Regional Assembly in accordance with Article 24.1.6.

- 27.4 The Board may remove and replace any member of the Nominations Committee appointed by the Board under Article 27.1.2 as it thinks fit.

28 PROCEEDINGS OF THE NOMINATIONS COMMITTEE

- 28.1 The nominations of candidates for appointment and the re-election of any Director to the Board (other than the Co-opted Directors) shall be managed by the Nominations Committee having due regard to the following matters:

28.1.1 the skills possessed by candidates that may be required by the Board and the relevant Committees at any time;

28.1.2 the range of geographic location of candidates;

28.1.3 the gender of candidates (the ambition being a 50:50 gender split for the Board and Committees); and

28.1.4 other characteristics conducive to the composition of a diverse and inclusive Board.

- 28.2 The Nominations Committee with the assistance of the Board and the Secretary shall undertake the following process in managing the nomination, appointment and re-election of Directors pursuant to Article 28.1:

28.2.1 in relation to Chamber Network Non-Executive Directors and the President, there shall be an open call from the Secretary to the Accredited Chamber Network for applications and recommendations of eligible candidates for appointment and any such applications and recommendations shall be reported by the Secretary to the Chair and the Chair shall report and refer those applications and recommendations to the members of the Nominations Committee;

28.2.2 in relation to any other category of Director, any Chamber or any Chamber Member may, at any time, make recommendations for any person to be considered for appointment as a Director and the names of the persons so recommended and who are eligible for appointment shall be reported by the Secretary to the Chair and the Chair shall report and refer those recommendations to the members of the Nominations Committee; and

28.2.3 the Nominations Committee shall, at the request of the Board or as required by the Chair, hold a meeting to give due consideration to the appointment to the Board of any such relevant candidates or to the re-election of any Director and, at that meeting, the Nominations Committee shall take into account:

28.2.3.1 the provisions of Article 15 as regards appointments to the Board; and

28.2.3.2 the composition of the Board and the experience and expertise of these candidates,

and the Nominations Committee may nominate for appointment to the Board any or all of those candidates, or any other person (regardless of whether that person is connected with a Chamber Member) considered by the Nominations Committee to be an appropriate and eligible candidate for appointment to the Board and may also nominate or recommend for re-election any Director proposed for re-election at a general meeting.

- 28.3 The Board shall consider the nominations made by the Nominations Committee under Article 28.2 with due regard to the agreed strategic priorities of BCC and may appoint

such nominees to the Board or to a Committee, subject to and without prejudice to the provisions of the composition of the Board set out in Article 15.1 and the provisions set out in Article 15.10.

- 28.4 In establishing and operating the process for receiving applications and recommendations and in considering those candidates, the Nominations Committee shall seek to achieve a composition of the Board which is representative of the intended diversity of BCC.
- 28.5 The quorum for any meeting of the Nominations Committee shall be:
- 28.5.1 two members of the Board referred to in either Article 27.1.1 or Article 27.1.2; and
 - 28.5.2 two of the Member Representatives appointed by the National Assembly pursuant to Article 27.1.3.
- 28.6 Each member of the Nominations Committee shall have one vote and decisions shall be taken by a simple majority of the votes. In the case of equality of votes, the chair of the Nominations Committee shall have a casting vote. Decisions and resolutions of the Nominations Committee may also be made or effected by resolution in writing in accordance with Article 30.2.

29 SECRETARY

- 29.1 Notwithstanding Section 270 of the Act, a Secretary shall be appointed by the Board for such term at such remuneration and on such conditions as the Board may think fit, provided that the position of Secretary shall not be held by the Director General for the time being. The Secretary may be removed from office by the Board or by BCC in general meeting.
- 29.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as the Secretary.

30 RECORDS AND RESOLUTIONS IN WRITING

- 30.1 The Board shall cause proper minutes to be made of all appointments of Directors made by the Board and of the proceedings of all general meetings and meetings of the Board and the Secretary shall cause minutes to be made of meetings of Committees, Regional Assemblies and of the National Assembly and of all business transacted at such meetings, in each case signed by the chair of such meeting, or by the chair or other member of the next succeeding meeting (or other person authorised by the relevant Committee, Regional Assembly or the National Assembly) shall be sufficient proof of the facts therein stated.
- 30.2 A resolution in writing signed by respectively all the Directors or of all members of any Committee or all Regional Assembly Representatives of a Regional Assembly or all National Assembly Representatives of the National Assembly who are entitled to receive notice of a meeting of the Board or of such Committee or of such meeting of a Regional Assembly or the National Assembly (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board or such Committee or of such meeting of a Regional Assembly or National Assembly (as the case may be) duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the members of any such Committee or by one or more Regional Assembly Representatives or by one or more of the National Assembly Representatives as relevant.

31 ACCOUNTS

- 31.1 The Board shall cause accounting records to be kept in accordance with Sections 386 and 388 of the Act.
- 31.2 The accounting records shall be kept at the registered office of BCC or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- 31.3 Subject to the Act, the Board shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of BCC or any of them shall be open to the inspection of Members and no Member shall have the right of inspecting any account or book or document of BCC except as conferred by statute or authorised by the Board or by BCC in general meeting.
- 31.4 At the annual general meeting each year, the Board shall lay before the meeting a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such meeting together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper accounts and reports, and any other documents required by law to be annexed or attached thereto to accompany the same and shall, not less than 21 Clear Days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices and hereinafter directed to be served.

32 AUDIT

- 32.1 Once at least in every year the accounts of BCC, including the income and expenditure account and balance sheet, shall be examined and audited by one or more properly qualified Auditor or Auditors.
- 32.2 An Auditor or Auditors shall be appointed, and their duties regulated in accordance with Part 16 of the Act, the members of the Board being treated as Directors mentioned in that Part.

33 NOTICES

- 33.1 BCC can deliver a notice or other document to a Member or Non-UK Member:
 - 33.1.1 by delivering it by hand to its last known address;
 - 33.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to its last known address;
 - 33.1.3 by fax to a fax number notified by the Member or Non-UK Member in writing;
 - 33.1.4 by Electronic Communication to an address notified by the Member or Non-UK Member in writing; or
 - 33.1.5 by a website the address of which shall be notified to the Member or Non-UK Member in writing.
- 33.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 33.3 If a notice or document is delivered by hand, it is treated as being delivered at the time is handed to or left for the Member or Non-UK Member.

- 33.4 If a notice or document is sent by post or other delivery service not referred to in Articles 33.5, 33.6 or 33.7, it is treated as being delivered:
- 33.4.1 in the case of a notice sent to Members, 24 hours after it was posted or given to delivery agents, if first class post was used; or
 - 33.4.2 in the case of a notice sent to Members, 72 hours after it was posted or given to delivery agents, if first class post was not used; and
 - 33.4.3 in the case of a notice sent to Non-UK Members, 7 Clear Days after it was sent by air mail,
- provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed and put into the post system or sent by air mail or given to delivery agents with postage or delivery paid.
- 33.5 If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.
- 33.6 If a notice or document is sent by Electronic Communication, it is treated as being delivered at the time it was sent.
- 33.7 If a notice or document is sent to a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 33.8 Notice of every general meeting shall be given in any manner authorised by these Articles to:
- 33.8.1 every Member and Non-UK Member;
 - 33.8.2 each Director;
 - 33.8.3 the Secretary; and
 - 33.8.4 the Auditor or Auditors.
- 33.9 No other person shall be entitled to receive notices of general meetings.
- 33.10 A Member or Non-UK Member present by its duly authorised proxy or representative at any general meeting of BCC shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

34 INDEMNITY AND INSURANCE

- 34.1 Subject to Section 232 of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of BCC (other than any person (whether a Director or other officer) engaged as Auditor) shall be indemnified out of BCC's assets against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution of his or her duties, or in relation thereto, including any liability incurred by him or her in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him or her relief from liability for negligence, default, breach of duty or breach of trust in relation to BCC's affairs.

- 34.2 BCC may buy and maintain insurance against any liability falling upon its Directors or other officers (other than any person engaged as Auditors) which arises out of their respective duties to BCC, or in relation to its affairs.