



BATH
CHAMBER of COMMERCE

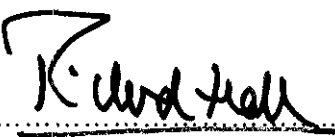
16 Abbey Churchyard
Bath BA1 1PB
Telephone 01225 460655
Facsimile 01225 462612
e-mail info@bathchamber.co.uk
Website www.bathchamber.co.uk

BATH CHAMBER OF COMMERCE (INCORPORATED)

Special resolution adopting new articles of association

The following resolution will be proposed as a SPECIAL Resolution of the Company:-

That the Chamber adopts new Articles of Association in the form of the draft Annexed and initialled by the President for ease of identification and that the Secretary be directed immediately to register them with the Registrar of Companies.

Signed

Richard Hall
President

Dated
31st July 2003



Lawrence



Patrons

The David Naish Partnership
CHARTERED ACCOUNTANTS

HSBC 
The world's local bank

Stone

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
BATH CHAMBER OF COMMERCE (INCORPORATED)

INTERPRETATION

1. In these Articles:

"The Acts" means the Companies Act 1985 to 1989 including any statutory modification or re-enactment thereof for the time being

"BCCI" means Bristol Chamber of Commerce Industry & Shipping (Company number 8752)

"The Board" means the Board of Directors of the Chamber

"Bye-law" means any bye-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them

"The Chamber" means Bath Chamber of Commerce (Incorporated)

"The Chief Executive" means any person for the time being appointed to perform the duties of Chief Executive of the Chamber

"Committee" means any Standing Committee, sub-committee, panel, working party or other similar body of the Executive or the Board as the case may be

"Connected with a Member" means an individual who is a partner director or employee of or consultant to a Member

"The Constitution" means the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force

"Director" means a member of the Board

"Elected Executive Member" means a member of the Executive elected by the Members or appointed to fill a casual vacancy

"Executive Director" means a Director appointed under Article 38

"The Executive" means the Executive Committee of the Chamber (howsoever designated from time to time)

"Executive Member" means a member of the Executive

"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to Article 4

"Immediate Past-President" means a Past President holding office pursuant to Article 59

"Majority Resolution" means a resolution of the Executive or of the Board (as the case may be) passed by a majority of two-thirds of the members of the Executive or of the Board (as the case may be) present and entitled to vote on the resolution

"Member" means a member for the time being of the Chamber other than an Honorary Member

"The Officers" means the President, Vice-President and Immediate Past-President

"The President" means the President of the Chamber

"The Seal" means the Common Seal of the Chamber

"The Secretary" means any person appointed from time to time to perform the duties of the Secretary of the Chamber

"Section" means a Section referred to in Articles 66 to 68

"Standing Committee" means a committee of the Chamber established pursuant to Article 46

"Vice-President" means a Vice-President of the Chamber

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

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

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

MEMBERSHIP

2. The number of Members is unlimited
3. Membership shall be open to:-
 - (a) individuals who are in business on their own account
 - (b) companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and transport
 - (c) members of professions who have an interest in commerce, industry, trade and transport
 - (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership
4. The Executive may admit to Honorary Membership of the Chamber for such period

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (e) if failing to pay the prescribed subscription within two months of the due date
- 9. The Executive may by Majority Resolution expel any Member at any time provided that:-
 - (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
 - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Executive called to consider the case and to be heard in defence

and any member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Executive by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine

- 10. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories
- 11. The interest and rights of a Member are personal only and not transferable or transmissible on death bankruptcy or liquidation
- 12. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles

GENERAL MEETINGS OF MEMBERS

- 13. The Chamber shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings
- 14. All general meetings, other than annual general meetings, shall be called Extraordinary General Meetings
- 15. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisitionists as provided by the Acts

as it may determine :-

- (a) individuals whom the Executive considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade or transport
 - (b) individuals whom the Executive considers have rendered special service to the Chamber, or to the Chamber movement
 - (c) any other individual, company, corporation, firm or other organisation whom the Executive may in its absolute discretion admit to Honorary Membership
5. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding up of the Chamber
6. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe
7. The election of Members shall be by Resolution of the Executive which (save as hereinafter mentioned) may refuse any application without giving reasons. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different classes. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription
8. A Member may terminate membership by giving notice in writing at least one month before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber

Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:-

- (a) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction
- (b) if adjudicated bankrupt
- (c) if suspending payment or compounding with creditors
- (d) if being an individual he is or may be suffering from mental disorder and either :-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or



16. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Acts in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, members of Executive and auditors
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting
18. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of members of the Executive and the appointment of and the fixing of the remuneration of the auditors
19. No business shall be transacted at any general meeting unless a quorum is present. Fifteen persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum
20. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum
21. The President or in his absence a Vice-President or in his absence the Immediate Past-President or in his absence some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be chairman and if there is only one member of Board present and willing to act he shall be chairman
22. If no member of the Board is willing to act as chairman, or if no member of the Board is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairman
23. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of

the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

24. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least five Members having the right to vote at the meeting; or
- (c) by an authorised representative of BCCI present at the meeting

and a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member

25. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
27. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have
29. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 31.1 On a show of hands every Member who (being an individual) is present in person or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote

- 31.2 On any resolution that is the subject of a poll (save for any resolution within Article 32.3 hereof) each Member shall have one vote save that the number of votes cast by BCCI shall be three (3) times the number of votes cast by all other Members
- 31.3 On any resolution that is the subject of a poll and of which the substance of the resolution is either :-
- 31.3.1 to terminate the special voting rights accorded to BCCI by clause 32.2 or
- 31.3.2 for the election of Members of the Executive
- each Member (including BCCI) shall have one vote only
32. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
34. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative
35. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Executive may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the chairman whose decision shall be final and binding
36. Members of the Board and of the Executive shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons connected with a Member or proxies or duly authorised representative of a Member

THE BOARD

37. The Executive shall appoint a Chief Executive and may appoint up to two (2) other Executive Directors. Any Directors appointed by the Executive under this Article shall hold office until the next Annual General Meeting
38. No person shall be appointed a Director:-
- (a) who has not signed the appropriate form of consent, and
- (b) who is not either:
- (i) a Member or a person connected with a Member, or

(ii) a person appointed under Article 38 as an Executive Director

39. Save as provided in Article 38 no person shall become a Director except an individual elected in General Meeting or an individual appointed by the Board to fill a casual vacancy. The Executive shall at all times have power to fill a casual vacancy amongst the Directors to serve until the Director whose place he would have filled would have retired. The Executive shall at all times have power to appoint the Executive Directors

40. The Board shall consist of:-

- (a) the President
- (b) two Vice-Presidents
- (c) the Immediate Past-President (if any)
- (d) the Chief Executive
- (e) the Treasurer
- (f) a representative of BCCI
- (g) such other Executive Directors from time to time appointed by the Executive

For so long as BCCI have special voting rights conferred by Article 32.2 they shall be entitled to appoint one Director to the Board

Directors shall hold office as provided in Article 54

41. Subject to the provisions of the Acts, these Articles and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may appoint its own meetings and regulate its own proceedings

42. The quorum for the transaction of the business of the board may be fixed by the board and unless so fixed at any other number shall be three

43. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

44. The Directors may delegate any of their powers to a Standing Committee. The Board shall from time to time determine the number of Standing Committees and shall prescribe their terms of reference and the number and type of members thereof. Within the prescribed terms of reference the Executive shall determine the membership of each Standing Committee in accordance with Article 56

45. The Directors may delegate any of their powers to the Chief Executive or any Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may

impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying

46. In the management of the business of the Chamber the Directors shall ensure that the Executive and Committees of the Executive are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Executive to carry out its functions and particularly its functions concerning representational matters
47. No Director shall be entitled to remuneration for his services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director

EXECUTIVE

48. There shall be an Executive as provided in Articles 51 and 53
49. The functions of the Executive shall be:-
 - (a) to appoint Executive Directors
 - (b) to remove Executive Directors
 - (c) to admit Members of the Chamber
 - (d) to seek that the Chamber become and be recognised as the business forum of the locality and as such at its meetings and through the work of the Chamber's committees and otherwise to collect represent and promote the interests views and opinions of the Members and of the business community generally interpreting to the best of its ability the true interests of the Chamber and its Members
 - (e) to advise the Board on matters of Chamber policy
50. The Executive shall be composed of:
 - (a) the President
 - (b) the Vice-Presidents
 - (c) the Immediate Past-President
 - (d) the Chief Executive
 - (e) the Treasurer
 - (f) the BCCI Director

- (g) no more than five (5) Elected Executive Members each of whom shall be an individual who is a Member or a person connected with a Member
 - (h) such individuals (whether or not Members or persons connected with a Member and whether or not nominated by some other organisation) as may be co-opted at the discretion of the Executive not being more than three (3) in number at any one time
 - (i) such individuals as maybe co-opted by the Executive to fill a casual vacancy amongst the Elected Executive Members to serve until the Elected Executive Member whose place he has filled would have retired
 - (j) the chairmen and vice-chairmen of all Standing Committees of the Chamber constituted from time to time by the Board
51. No Executive Member (except those who are also Directors in accordance with these Articles) shall be or be deemed to be or act as a director or shadow director of the Chamber
52. The Directors (other than the BCCI Director), Elected Executive Members, Chairmen and Vice-Chairmen of Standing Committees shall be elected by the Members in General Meeting. The Board may put forward nominations and shall afford Members a reasonable opportunity to put forward nominations. No person shall be elected as Elected Executive Member, Director, Chairman or Vice-Chairman of a Standing Committee unless:-
- (a) he is a Member or a person connected with a Member and
 - (b) either:
 - (i) he is nominated by the Board or
 - (ii) not less than seven (7) nor more than thirty five (35) clear days before the date appointed for the Meeting notice executed by a Member qualified to vote at the Meeting has been given to the Chamber of the intention to propose that person for appointment stating the name and residential and business addresses of that person and particulars of any Member with whom that person is connected, and the notice shall have annexed to it the written consent of that person to act as an Elected Executive Member if appointed and
 - (c) in the case of an Executive Director has been nominated by the Executive
53. At each Annual General Meeting of the Members all the Directors (other than the BCCI Director) and all other Executive Members shall retire from office, but each shall be eligible for re-election
54. The Chairman and Vice-Chairman of any new Standing Committee shall be appointed by the Executive and shall hold office until the next AGM. Any casual vacancy for Chairman or Vice-Chairman of any Standing Committee may be filled by the Executive and any person appointed to such casual vacancy shall hold office until the next AGM

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55. Members of Standing Committees shall be appointed by the Executive from time to time and shall remain Members of such Committee until they resign or are removed by resolution of the Executive or until such Standing Committee is disbanded by resolution of the Executive
56. No person other than an Elected Executive Member retiring by rotation shall be appointed or re-appointed an Elected Executive Member at any general meeting unless:-
- (a) he is recommended by the Board; or
 - (b) not less than seven (7) nor more than thirty five (35) clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment, stating the name and residential and business addresses of that person and particulars of any Member with whom that person is connected together with notice executed by that person of his willingness to be appointed or reappointed
57. An individual holding office as a Executive Member shall cease to do so if:-
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (c) he resigns his office by notice to the Chamber, or
 - (d) he shall for more than six (6) consecutive months have been absent without permission of the Executive from meetings of the Executive held during that period and the Executive resolves that his office be vacated

OFFICERS

58. *The President shall hold office as President until the conclusion of the business dealing with the appointment of his successor at the next Annual General Meeting and shall then automatically assume the office of Immediate Past-President and shall hold that office until his successor succeeds to the title of Immediate Past President*
59. In the case of any vacancy occurring in the office of President or Vice-President then the vacancy shall be filled by Executive
60. Any casual vacancy in the office of Immediate Past-President shall be left unfilled

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until the next Annual General Meeting

CHIEF EXECUTIVE

61. The Chief Executive shall be appointed by the Executive for such period, at such remuneration and upon such terms as the Executive may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment
62. In relation to his duties and obligations as a Director of the Chamber, the Chief Executive shall exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
63. In relation to his duties and obligations as a member of the Executive, the Chief Executive in conjunction with the President and other Officers shall be responsible for media relations in connection with representational matters

DISQUALIFICATION AND REMOVAL OF DIRECTORS

64. The office of a Director shall be vacated if:-
 - (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
 - (b) if (being the Chief Executive) he shall cease to hold office as such (when he shall also vacate office as an Executive Member); or
 - (c) he resigns his office by notice in writing to the Chamber; or
 - (d) he becomes bankrupt or makes any composition with his creditors generally; or
 - (e) he is or may be suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (f) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
 - (g) he shall be removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and

him) by Majority Resolution of the Executive passed at a meeting of the Executive convened by the Board on at least twenty one (21) days' notice provided that:-

- (i) the Director appointed by BCCI may not be removed under this sub-paragraph
- (ii) the Director concerned shall be given at least fourteen days notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Executive written representations and to be heard and represented at the meeting of the Executive called to consider the resolution and at any adjournment thereof
- (iii) a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board or by Executive as the case may be but a person who has been removed shall not be re-appointed under this sub-paragraph

SECTIONS

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

BYE-LAWS

- 68. The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Memorandum of Association and these Articles and which do not reduce the functions of the Executive
- 69. Without prejudice to the generality of the foregoing Bye-Laws may be made, altered or revoked in connection with:-
 - (a) Membership
 - (b) Subscriptions
 - (c) Committees
 - (d) Proceedings of the Executive
 - (e) Proceedings of the Board, and
 - (f) Sections

DECLARATIONS OF INTEREST



70. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Board. A Board member having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved
71. For the purposes of Article 71:-
- (a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

MINUTES

72. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, and of the Executive, Board, Sections (if any) and Committees, including the names of Executive, Board, Section or committee members present at each such meeting
73. All minutes shall be open to inspection by any Director. Minutes of meetings of the Executive, any Section and any Committee shall also be open to inspection by Members except sessions or items in confidence for reasons of commercial or personal confidentiality

THE SEAL

74. The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 36 of the Act. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register

ACCOUNTS

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

AUDITORS

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

NOTICES

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

INDEMNITIES

81. Subject to the provisions of the Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in relation to the Chamber

82. The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of the Acts

WINDING-UP

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

A handwritten signature or set of initials, possibly 'KH', located in the bottom right corner of the page.