

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
OF
BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

At an Extraordinary General Meeting of the Company duly convened and held at 75 Harborne Road, Birmingham B15 3DH on 28th March 1994 the following Resolution was duly passed as a Special Resolution:-

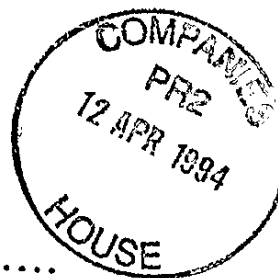
That:

- (a) the proviso to Clause 6 of the Memorandum of Association of the Chamber be deleted in its entirety; and
- (b) the Articles of Association initialled by the Chairman for identification be and are hereby adopted as the Articles of Association of the Chamber in substitution for the existing Articles of Association of the Chamber.

Dated 28th March 1994

R T H NEEDHAM

.....
Secretary



No. 78731

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

(amended by Special Resolution
passed on 28th March 1994)

AND

NEW ARTICLES OF ASSOCIATION

(adopted by Special Resolution
passed on 28th March 1994)

OF

BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

Ref: DCC 04010 0116 1

Pinsent & Co.
3 Colmore Circus
Birmingham B4 6BH



No. 78731

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION
OF
BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

At an Extraordinary General Meeting of the Company duly convened and held at 75 Harborne Road, Birmingham B15 3DH on 28th March 1994 the following Resolution was duly passed as a Special Resolution:-

That:

- (a) the proviso to Clause 6 of the Memorandum of Association of the Chamber be deleted in its entirety; and
- (b) the Articles of Association initialled by the Chairman for identification be and are hereby adopted as the Articles of Association of the Chamber in substitution for the existing Articles of Association of the Chamber.

Dated 28th March 1994

R T H NEEDHAM

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Secretary

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

- 1.* The name of the Association is "BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY".
2. The Registered Office of the Chamber will be situate in England.
- 3.** The objects for which the Chamber is established are:-
 - (1) To promote and protect the home and overseas trade and commerce and the manufactures of the United Kingdom, and in particular but without prejudice to the generality of the foregoing, the trade, commerce and the manufactures of the City of Birmingham and the Midland Counties.

* Amended by Special Resolutions passed at the Annual General Meeting of the Chamber on 23rd May 1960 at Extraordinary General Meetings on 21st December 1964, 25th November 1974 and at the Annual General Meeting on 24th May 1993.

** By Special Resolution passed at the Annual General Meeting of the Chamber on 18th May 1970 paragraphs (1) to (12), except paragraph (12), were substituted for the then existing paragraphs (1) to (10) inclusive. By Special Resolution passed at an Extraordinary General Meeting on 29th October 1973 paragraph (12) was adopted.

- (2) To promote the interests generally of United Kingdom trade, commerce, and manufactures by establishing and operating or helping to establish and operate, whether by giving financial support or otherwise, exhibitions, exhibition centres and trade fairs both at home and abroad.
- (3) To consider all questions connected with United Kingdom trade, commerce and manufactures and to collect and circulate, whether by means of circulars, pamphlets, magazines or journals, commercial statistics and information relating thereto, and to publish journals and magazines containing such statistics and information.
- (4) To promote, support or oppose United Kingdom or foreign legislative or other measures affecting trade, commerce and manufactures.
- (5) To advance and promote commercial and technical education, hold lectures and commercial seminars, and to found and support establishments and institutions for such purpose.
- (6) To undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce or manufactures.
- (7) To guarantee the performance of any contract or obligation and the payment of money of or by any person or company connected directly or indirectly with United Kingdom trade, commerce and manufactures, and of any company or organisation formed to promote such trade, commerce and manufactures and without prejudice to the generality of the foregoing, to give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose in accordance with any International Convention which may from time to time be ratified by Her Majesty's Government.

- (8) To borrow money upon such securities as may be determined and to lend and advance money or give credit to persons or companies directly or indirectly connected with United Kingdom trade, commerce or manufactures or organisations or companies formed to promote such trade, commerce and manufactures.
- (9) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Chamber may think necessary or convenient for the purposes of its business.
- (10) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Chamber.
- (11) Subject to the specific prior agreement of the Board of Trade in every case to promote and support any other company or organisation having objects similar, in whole or in part, to the Chamber and in particular (but without prejudice to the generality of the foregoing) to cause to be incorporated and purchase or subscribe for and hold shares, debentures, debenture stock or securities in or make loans to any company formed for the purpose of establishing and operating within the United Kingdom a national exhibition centre and to assist in the operating or running of the same.
- (12) To promote, sponsor, establish and maintain any schemes or funds for providing pensions or other benefits on retirement, death or disability for and in respect of any persons engaged in or connected directly or indirectly with United Kingdom trade, commerce and manufactures and for and in respect of the employees of any such persons and partners, directors and employees of any firms or companies so engaged or connected and to cause to be incorporated and purchase or subscribe for and hold shares, debentures, debenture stock or securities of or make loans to any company formed for the purpose of acting as manager, trustee or nominee in relation to any such scheme or

schemes.

- (13) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, provided that it shall not be lawful for the Chamber to impose on its members or to support with its funds or otherwise, or attempt to procure the observation by its members or others of any regulation or restriction which if an object of the Chamber would make it a Trade Union.

Provided that in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, mortgage, charge, or lease the same without such consent as may be required by law, and as regards any such property, the Managers or Trustees of the Chamber shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults and for the due administration of such property, in the same manner and to the same extent as they would, as such Managers or Trustees, have been if no incorporation had been effected, and the Incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Chamber were not incorporated. In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Chamber whencesoever derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Chamber.

Provided that nothing herein shall prevent the payment, in good faith,

of remuneration to any officers or servants of the Chamber, or to any member of the Chamber, or other person, in return for any services actually rendered to the Chamber.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Chamber in pursuance of Section 23 of the Companies Act, 1867.
- 6.* If any member of the Chamber pays or receives any dividend, bonus or other property, in contravention of the terms of the fourth paragraph of this Memorandum his liability shall be unlimited.
7. Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the Chamber, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One pound and five pence or in the case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
8. If upon the winding-up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but if in so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Chamber, to be determined by the members of the Chamber at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.

* Amended by Special Resolution passed on 28th March 1994

9. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matter in respect of which such receipt and expenditure takes place and of the property, credits, and liabilities of the Chamber; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Chamber shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, addresses and description of subscribers

HENRY CROMWELL FIELD

77 Edmund Street, Birmingham Merchant

FREDERICK BUCK GOODMAN

135 Edmund Street, Birmingham Merchant

WILLIAM DOBELL HUTCHINGS

Bennett's Hill, Birmingham Bank Manager

AURELIUS BRUCE MITCHELL

Cumberland Street, Birmingham Pen Manufacturer

RICHARD ALFRED PINSENT

6 Bennett's Hill, Birmingham Solicitor

WILLIAM PRIEST

Quadrant Works, Sheepcote Street, Birmingham Cycle Manufacturer

JOSEPH WILLIAM TONKS

Vittoria Street, Birmingham Goldsmith and Jeweller

Dated this 25th day of September 1903

Witness to the above signatures:-

G HENRY WRIGHT

Winchester House, Victoria Square, Birmingham

Secretary

COMPANY LIMITED BY GUARANTEE

NEW

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on 28th March 1994.)

of

BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

1. For the purpose of registration the number of the members of the Chamber is declared to be unlimited.
2. These Articles shall be construed with reference to the provisions of the Companies Act 1985 ("the Act"), and every statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as "the Statutes"), and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Statutes except where otherwise herein provided, or where they are inconsistent with the subject or context.
3. The Chamber is established for the objects stated in the Memorandum of Association, and to represent, express and give effect to the opinions of the commercial and industrial community on any matter affecting its interests. Being instituted solely for these purposes, the Chamber shall not become affiliated to or subscribe any of its funds to any political party.

QUALIFICATION OF MEMBERS

4. (A) The members of the Chamber shall be persons and incorporated bodies interested in the trade, industry and commerce of the City of Birmingham and the Midland counties. Where an incorporated body is admitted as a member of the Chamber this shall not imply that members of that body are ipso facto

entitled to attend meetings of the Chamber or to the benefit of services which the Chamber offers.

- (B) No firm or other unincorporated association may as such become a member of the Chamber, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership, it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him, he shall forthwith cease to be a member of the Chamber. Any such firm or other unincorporated association may at any time revoke the nomination of its representative and in the event of such revocation or the death of its representative may nominate any other of its members to act as its representative in his stead.

ADMISSION OF MEMBERS

5. Application for membership shall be made in writing in such form as may be required by the Board and applicants shall be required to undertake to be bound, if accepted, by the Memorandum and Articles of Association. Applications shall be brought before the Board who shall be empowered to accept, defer or decline applications on a majority vote. Acceptance of an application, together with payment of the subscription shall constitute membership.

HONORARY MEMBERS

6. The Council shall have power to elect as Honorary Members of the Chamber such distinguished persons as they may, from time to time, think fit, but such persons shall not be eligible for election or appointment to the Board.

SUBSCRIPTIONS

- 7.* The annual subscription payable by members other than existing life members shall be such as may, from time to time, be determined by the Board and shall become due in advance on the first day of January in each year or, in the case of New Members in the month in which a member's application for membership was accepted (in these Articles referred to as the "Acceptance Date") and each anniversary of the Acceptance Date.

RIGHTS OF MEMBERSHIP

8. Members paying the minimum subscription applicable for the time being to individuals shall be entitled on a poll to one vote, and members paying twice the amount of such minimum subscription shall be entitled on a poll to two votes, and, members paying larger subscriptions shall be entitled on a poll to an extra vote in respect of each additional sum so paid equivalent to the minimum subscription payable by individual members, but so that in no case shall a member be entitled to more than ten votes. Subject to any Bye-Laws for the time being in force any officer of an incorporated body shall be entitled to exercise the rights of membership on behalf of such body. The President shall have discretionary power to demand the production of an appropriate authority.

NON-PAYMENT OF SUBSCRIPTIONS

9. No member shall be entitled to exercise the rights of membership whose subscription is more than four months in arrear, and, unless the Board otherwise decides, any member whose subscription shall be more than six months in arrear shall ipso facto cease to be a member and his name shall be struck off the register of members provided that at least one month's written notice of the proposed expulsion shall have been given to the member concerned.

* Regulation 7 was amended by Special Resolution passed on 28th November 1988 and, accordingly, reference to "New Members" refers to members accepted after that date.

RETIREMENT OF MEMBERS

10. Any member wishing to retire from the Chamber must give written notice to that effect to the Secretary one calendar month at least before either, 1st January (if that member became accepted as a member prior to 1st January 1989) or the anniversary of the Acceptance Date, being in either case the date on which his subscription shall next be due. Failure to give such notice shall render a member liable for the payment of his subscription for the year following such anniversary.

EXPULSION OF MEMBERS

11. If in the opinion of the Board expressed as hereinafter provided it is undesirable that any member should continue as a member of the Chamber, it shall be lawful for the Board by a resolution passed by a majority of three-fourths of the members of the Board present and voting at a meeting of the Board to require such member to retire from the Chamber, and at the expiration of fourteen days from service of a copy of such Resolution on such member, such member shall cease to be a member of the Chamber, and all rights of the member in relation to the Chamber shall thereupon determine. Seven days' notice shall be given to the member proposed to be expelled of the time and place at which the question of his expulsion will be considered by the Board, in the manner in which it is hereby provided that notice shall be served on members, and the member proposed to be expelled shall be entitled to attend the Meeting of the Board at which his expulsion is to be discussed, for the purpose of stating the reasons against his expulsion, but he shall not be entitled to be present at the deliberations of the said meeting.

ANNUAL AND GENERAL MEETINGS

12. The Annual General Meeting of the Chamber, of which the requisite notice required by the Statutes shall be given, shall be held in the month of May in each year or at such other time as the Board may decide:-

- (1) To receive the Annual Report of the Board.

- (2) To receive the Annual Statement of Accounts.
 - (3) To receive the result of the election of members of the Council, under Articles 18, 19, 20, 21, 22 and 23, or if fewer Candidates are nominated than there are places to be filled, to fill up the vacancies.
 - (4) To receive the result of the election of members of the Council to the Board under Article 30.
 - (5) To appoint and fix the remuneration of an Auditor or Auditors in accordance with the provisions of the Statutes.
 - (6) To consider and, if necessary, to take action with reference to any business or motion set out in the notice of the meeting, provided that the same be not repugnant to or inconsistent with the Memorandum and Articles of Association.
13. Extraordinary General Meetings of the Chamber shall be convened by the Secretary on the direction of the Board, or on the requisition of five members of the Council, or of fifty members of the Chamber or on such requisition as provided in the Statutes. The objects of the meeting shall be stated in such requisition, and not less than the notice required by the Statutes of the meeting and of the subject or subjects to be brought forward thereat shall be given by circular addressed to each member of the Chamber.
14. (A) The Chair at all General Meetings of the Chamber shall be taken by the President, or in his absence by a Vice President, the Immediate Past President or the Treasurer as the Meeting shall determine. If none of these is present within fifteen minutes of the time appointed for the meeting, the members attending shall appoint a Chairman from amongst their number.

- (B) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.
- (C) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a suitable date and time within the next fourteen days at the same place, or at such other place as the Chairman may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
- (D) The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
15. Questions shall be determined by the majority, on a show of hands, of the members present and voting at any General Meeting, each member being deemed entitled to one vote only, unless a poll be demanded by one-fourth at least of the members present, or by five members present.
16. If a poll is demanded, in accordance with the preceding Article, it shall be taken in such manner and at such time as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Chamber in general meeting. On a poll the members shall be entitled to the number of votes prescribed in Article 8. 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 second or casting vote. Votes shall be given personally and not by proxy.

THE COUNCIL OF THE CHAMBER

17. The Chamber shall have a Council whose powers shall be:-

- (a) to elect the President and Honorary Officers of the Chamber in accordance with Article 27 hereof;
- (b) to elect from amongst its own number not more than six members of the Board in accordance with the provisions of Articles 28 to 31 hereof;
- (c) to propose subjects for consideration by the Board;
- (d) to give consideration to and discuss matters which the Board has submitted to the Council;
- (e) to request the Board to reconsider proposals or decisions of the Board;
- (f) identifying and advising on major issues affecting Birmingham and the West Midlands

18. The Council shall be constituted as follows:-

Elected Members - Not less than twenty-four nor more than thirty-six members elected as provided in these Articles out of the whole body of members of the Chamber. The Council shall be empowered to elect from time to time from among the members of the Chamber additional elected members of the Council until the number of elected members reaches the maximum of thirty-six and to decide upon their order of retirement in accordance with these Articles.

Ex-Officio Members - The Past Presidents of the Chamber, the Chairman of Sections and Standing Committees of the Chamber.

Honorary Members - Not more than eighteen members appointed by the Council to represent such trade, professional and other organisations as the Council may from time to time determine.

Five members of the Council shall form a quorum.

19. For the purposes of the Statutes, members of the Council shall not be directors of the Chamber. In consequence no person shall be incapable of becoming or being a member of the Council by reason only of the fact that at the time of his becoming or being appointed or re-appointed a member of the Council he has attained the age of 70 and no member of the Council shall ipso facto vacate office by reason only of his having attained that age. For the purposes of this Article, membership of the Council shall include elected members, honorary members and ex-officio members.
20. At each Annual General Meeting of the Chamber one-third of the elected members of the Council shall retire, but shall be eligible for re-election provided that they are not otherwise disqualified under these Articles. Failing agreement the members to retire shall be those who have been longest in office, and, if necessary, the selection shall be made by lot.
21. Eight weeks at least prior to the Annual General Meeting there shall be sent to every member of the Chamber a list of the elected members of the Council, which shall indicate those who are to retire that year and are eligible for re-election. Candidates for election other than retiring members must be nominated on the official nomination paper kept at the registered office of the Chamber, on or before a date to be notified to members not being less than twenty-one days from the date of circulation of the list of retiring members. Any individual member (including a member of a firm or other unincorporated body nominated pursuant to Article 4(B) hereof) or any director or principal officer of and nominated by an incorporated body which is a member of the Chamber may be elected, but no person except retiring members of the Council who are eligible and willing to be re-elected, shall be submitted for election as a member of the Council unless he shall have

agreed in writing to offer himself for election and shall have been nominated by two members of the Chamber. Except in the case of an individual member, there shall be entered on the nomination paper, in addition to the name of the candidate, his position in the company or firm of which he is the representative. A full list of members of the Chamber is kept and may be inspected by any member at the registered office of the Chamber.

22. If the number of candidates nominated for election and consenting to serve if elected, as members of the Council, shall not exceed the number of vacancies to be filled, such candidates shall be elected at the Annual General Meeting, but if the number shall exceed the number to be elected, the Secretary shall, twenty one days at least before the day appointed for the Annual General Meeting, issue voting papers to the members of the Chamber, which shall be returned to the Secretary not less than seven days before the meeting, otherwise they will be invalid. Voting papers shall contain the same particulars as are required to be specified in the nomination papers. Each member may vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any candidate. Members entitled to more than one vote shall be supplied with an additional voting paper on which to record each additional vote to which they are entitled.
23. A Committee of Scrutineers, to be appointed annually by the Council from such members of the Chamber as are not candidates for election, shall, with the assistance of the Secretary, examine the voting papers prior to the Annual General Meeting, and the candidates who have received the greatest number of votes shall be declared duly elected. In the case of equality of votes, the Chairman of the meeting shall have a casting vote. Two members shall form a quorum.
24. In the event of any elected member of the Council resigning, dying or becoming bankrupt or making any arrangement or composition with his creditors generally, the Council may declare the seat of such member vacant. The Council shall also have the right to declare vacant the seat of any elected member who has failed to attend three meetings during twelve consecutive months ending 31st December in any year

without reasons satisfactory to the Council. An elected member shall vacate office if he or the incorporated or unincorporated body of which he is the representative ceases to be a member of the Chamber.

25. Vacancies occurring among the elected members of the Council shall be filled up by the Council from the General body of members of the Chamber, and the term of office of each member so elected shall be for the unexpired period of office of the member whose place he shall fill. The Council shall have power to act notwithstanding that any vacancy shall not have been filled up.

26. (A) The Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. All meetings of the Council shall be convened by the Secretary. The President, a Vice-President or any five members of the Council may at any time require the Secretary to convene a meeting of the Council. Meetings shall be convened by not less than seven days' notice, unless the President may otherwise determine in order to deal with urgent matters in which case three days' notice shall be given. The Council shall meet once a month at least, except in August and September, unless the Council otherwise so decides. Subject to the provisions of Article 28, at all meetings of the Council each member shall have one vote. In the case of equality of votes, the Chairman shall have a second or casting vote.

(B) No resolution of a meeting of the Council shall be valid or effectual unless of the members of the Council present at the meeting a majority are members of the Chamber.

HONORARY OFFICERS OF THE CHAMBER

27. At its first meeting after the Annual General Meeting, the Council shall appoint a President, one or more Vice-President or Vice-Presidents, and an Honorary Treasurer, from among their own number. The Honorary Officers of the Chamber shall be the President, the Immediate Past President, the Senior Vice-President, the Junior Vice-President and the Honorary Treasurer. The President, or failing

him one of the Vice-Presidents, or failing them the Immediate Past President, shall preside at all meetings of the Council. If the President, neither of the Vice-Presidents nor the Immediate Past President is present within fifteen minutes after the time appointed for a meeting, the members of the Council present shall choose one of their number to be Chairman of the meeting.

COUNCIL MEMBERS ELECTED TO THE BOARD

28. At its first meeting after the adoption of these Articles the Council shall elect from amongst its own number, persons to be members of the Board. Only elected members of the Council (as described in Article 18) or persons appointed pursuant to Article 25 to fill casual vacancies arising amongst such elected members shall be entitled to vote. The total number of Council members so elected shall not at any time exceed six. Such elected members shall hold office until the conclusion of the Chamber's 1995 Annual General Meeting.
29. Eight weeks at least prior to the 1995 Annual General Meeting and every Annual General Meeting thereafter there shall be sent to every member of the Council a list of the members of the Council elected to the Board which will indicate those who are to retire that year and who are eligible for and willing to stand for re-election and which members of the Council (whether retiring Board members or not) are recommended by the Board for election to the Board. Any individual member of the Council (including a member of the Council who is a representative of an incorporated or unincorporated body which is a member of the Chamber) may stand for election to the Board but no person (save for a member of the Council recommended by the Board) shall be eligible for election as a member of the Board unless his/her nomination form is signed by not less than two other Council members. All candidates for election to the Board must be nominated on the official nomination paper kept at the registered office of the Chamber and such nomination paper must be lodged at the registered office of the Chamber not less than 21 days after the date of circulation of such list. Each candidate must sign the nomination form. In the case of a member of the Council who is a nominated representative of either an incorporated or unincorporated body which is a member of the Chamber, there shall be

entered on the nomination paper, in addition to the name of the candidate, his position in the body concerned.

30. If the number of candidates nominated for election to the Board shall not exceed the number of vacancies to be filled, such candidates shall be elected, as members of the Board, at the Annual General Meeting. If the number of candidates nominated for election shall exceed the number of vacancies to be filled, the Secretary shall, twenty one days at least before the day appointed for the Annual General Meeting, issue voting papers to those members of the Council, who (in accordance with the provisions of Article 28) are entitled to vote and such papers shall be returned to the Secretary not less than seven days prior to the Annual General Meeting, failing which they will be invalid. Voting papers shall contain the same particulars as are required to be specified in the nomination papers. Each Council member who is so entitled to vote may vote for as many candidates as there are vacancies to be filled and no more but no single voting paper shall contain more than one vote for each candidate. The provisions of Article 23 shall apply. The provisions of Article 24 shall apply with "Board" substituted for "Council" wherever the latter shall appear.
31. Each member of the Council who shall be elected to the Board in accordance with the foregoing provisions shall hold office (subject as hereinafter mentioned) for a period of three years but shall be eligible for re-election for a further period of three years after the expiry of the initial three year period. Provided always that:-
- (a) at the 1995 Annual General Meeting and at every subsequent Annual General Meeting one third of the Board who have been elected in accordance with the foregoing provisions, or if their number is not three or a multiple of three, the number nearest to one third, shall retire from office. Such members of the Board who are to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed members of the Board on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot; and

- (b) no member of the Board who has been elected in accordance with the forgoing provisions shall be entitled to hold office as such an elected member for a period exceeding six successive years save that in the case of members of the Board elected pursuant to Article 28 hereof such six year period shall be deemed to commence from the date of the Chamber's 1994 Annual General Meeting. Provided always that such an elected member who has served as such for a period of six successive years shall be entitled to allow his name to go forward for nomination as a member of the Board elected by the Council after one year has elapsed after the end of such six year period.

THE BOARD

32. The members of the Board shall comprise the following:-

- (a) the Honorary Officers of the Chamber;
- (b) not more than six members of the Council who shall be elected by the Council in accordance with the forgoing provisions hereof;
- (c) the Presidents of the Sandwell, Solihull and Redditch Chambers of Commerce;
- (d) the President of the Dudley Chamber of Commerce;
- (e) the Chairman of Birmingham Venture;
- (f) the Chairman of the Institute of Asian Businesses;
- (g) up to three persons co-opted by the Board;
- (h) the Chief Executive of the Chamber.

33. The Board may appoint any member of the Council (whether an individual or a representative member of a corporate or unincorporated member of the Chamber) to be a member of the Board to fill a casual vacancy. Any person so appointed shall hold office to the conclusion of the next following Annual General Meeting but shall be eligible for re-election subject to the provisions of Articles 29 and 31 hereof.
34. The Board shall have power from time to time to appoint up to three persons (whether members of the Chamber or not) as co-opted members of the Board Provided always that:-
- (a) each such co-opted member shall hold office until his appointment is terminated by the Board;
 - (b) each such co-opted member shall cease to be a co-opted member if he should become a member of the Board in another capacity.
35. There shall be no maximum number of Board members.

POWERS OF THE BOARD

36. The Board shall be empowered to manage the affairs of the Chamber and to exercise all such powers of the Chamber and to do on behalf of the Chamber all such acts matters and things as may be exercised or done by the Chamber and as are not by the Statutes or by these Articles required to be exercised or done either by the Chamber in general meeting or by the Council including in particular (but without prejudice to the generality of the forgoing):-
- (i) to make and vary from time to time such rules regulations and bye-laws for the conduct of the affairs of the Chamber but so that no such rule regulation or bye-law shall have any validity effect or operation if it amounts to or involves an addition to or alteration of these Articles which could only properly be made by Special Resolution of the Chamber in general meeting;
 - (ii) To appoint such person or persons as employees of the Chamber for such period and on such terms as to remuneration and

otherwise as they shall think fit, and to revoke such appointment. The Board may entrust to and confer upon any such persons any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Any such persons may by invitation of the Board attend and speak but (save for the Chief Executive who as a member of the Board shall be entitled to vote at Board Meetings) shall not be entitled to vote at all meetings of the Board and the Council and at general meetings of the Chamber.

37. The Board may delegate any of its powers from time to time on such terms as it may think fit to individuals or committees consisting of such Board members and other persons as it may think fit.

BOARD MEMBERS' INTERESTS

38. Subject to the Act a Board member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Chamber shall declare the nature and extent of his interest at a meeting of the Board in accordance with Section 317 of the Act and subject to his complying with the provisions of Article 39 he shall not be accountable to the Chamber for any benefit which he may derive from the contract and which is not precluded by clause 4 of the Chamber's Memorandum of Association and no such contract shall be liable to be avoided on the grounds of any such indirect interest or benefit.
39. A Board member shall not vote at meetings of the Board or of any committee of the Board in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -
- (1) any arrangement for giving any Board member any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Chamber; or

- (2) to any arrangement for the giving by the Chamber of any security to a third party in respect of a debt or obligation of the Chamber for which the Board member himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (3) any contract or arrangement with any other company in which he is interested only as an officer of the company or as a member of that company provided his interest does not comprise a beneficial interest in one per cent or more of the equity share capital (directly or indirectly) and he does not personally receive any direct benefit from the contract.

PROCEEDINGS OF THE BOARD

40. The Board shall meet together at least once a year for the despatch of business, adjourn and otherwise regulate their meetings as it thinks fit. The Secretary of the Chamber shall on the request in writing of any Board member summon a meeting of the Board by notice served on the members of the Board.
41. The quorum necessary for the transaction of business at a meeting of the Board shall be four. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall not have a casting vote.
42. The President of the Chamber shall preside at all meetings of the Board. If the President be not present within five minutes after the time appointed for the meeting of the Board one of the Vice Presidents, if any and if present, shall preside; but if there be no Vice Presidents present, the Board members then present shall choose one of their number to take the chair at that meeting of the Board.
43. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these articles vested for the time being in the Board.

44. All acts bona fide done by any meeting of the Board or by any person acting as a Board member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Board member or Board members or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
45. The Board shall cause minutes to be made in books provided for that purpose of all resolutions and proceedings at all meetings of the Chamber and of the Board and of the committees of the Board.
46. The Board members for the time being may act notwithstanding any vacancy in their body, provided that if their number is below two, the remaining Board member may act for the purpose of filling vacancies on the Board or convening a general meeting but for no other purpose.
47. A resolution in writing signed by all the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted and may consist of several instruments in the like form signed by or on behalf of one or more Board members.

DISQUALIFICATION OF BOARD MEMBERS

48. The office of Board member shall be vacated if:-
- (1) he resigns from office by notice in writing to the Board;
 - (2) he is removed from office by resolution of the members of the Chamber (subject as provided in Section 303 of the Act);
 - (3) he becomes a bankrupt or enters into a composition with his creditors;
 - (4) he becomes of unsound mind or permanently incapable of acting;
 - (5) he becomes prohibited from holding office by reason of any court order made under the Company Directors Disqualification Act 1986;

- (6) either he or the incorporated or unincorporated body of which he is the representative ceases to be a member of the Chamber.

SEAL

49. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Board member and of the secretary or of a second Board member or such other person as the Board may appoint for the purpose in place of the secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

SECTIONS

50. Any number of members not being less than twenty five, who may desire to associate themselves together in a Section with the view of representing more effectually the interests of any particular trade, industry, or other interest, may address the Board to that effect, and the Board may thereupon authorise the formation of such Section. Each Section shall appoint a Chairman, and if it thinks fit, a Vice-Chairman. To each Section when constituted there may be added to its number any or all of the members of the Chamber belonging to the trade, industry, or other interest represented by the Section. Sections shall be empowered to appoint sub-sections to represent any branch of their interests, and each sub-section shall appoint a Chairman.
51. In any town within a radius of forty miles of the centre of Birmingham having twenty five or more members, such members may request the Board to establish a local Section to represent special local industries and trades, and in particular to make representations to the Local Authority in whose area they reside. Within this radius the Board may alternatively make arrangements on such terms as shall be mutually agreed, whereby the members of a local Chamber of Commerce shall be entitled to the benefit of the services of the Chamber. The members of such a local Chamber shall not however be entitled to vote at any

meeting of the Chamber, or of its Sections.

52. No resolution or act of any Committee or Section of the Chamber shall have force as binding the Chamber unless and until confirmed by resolution of the Board. In case of emergency the President may confirm such resolution and act and report the same to the Board at its next meeting. No such Committee or Section shall be entitled to incur any expense without the approval of the Board.
53. A register shall be kept by the Secretary of the names and addresses of members enrolled in every Section constituted under Articles 50 and 51. A sectional register may be inspected by any member of the Section at the offices of the Chamber but such register shall not be copied for use or circulation outside the Chamber without the authority of the President.
54. The Board shall have power to dissolve or to reconstitute, or order the reconstitution of any Section formed under Articles 50 and 51. An appeal from the decision of the Board may be made to the next General Meeting, and notice of such appeal shall be give on the circular convening such General Meeting.

RECORDS

55. A correct record of the proceedings of the Chamber and its Council, Committees and Sections, and the Board shall be kept by the Secretary, who shall also have the custody of all documents, correspondence, parliamentary papers, statistical and commercial works, and other property of a like nature belonging to the Chamber.

ACCOUNTS

56. Accounting records shall be kept, as required by the Act, at the registered office of the Chamber or at such other place or places as the Board shall think fit and they shall always be open to inspection by all Board members and, subject to any reasonable restriction as to the time and manner of inspection imposed by the Board, by other members of the Chamber; but no member (not being a Board member) shall

have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in general meeting.

57. The Board shall in each year in accordance with Section 241 of the Act cause to be prepared and submitted to the Chamber in general meeting the income and expenditure account, balance sheet and reports required by the Act. The auditors' report shall be open to inspection and be read before the members in general meeting.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the members in general meeting, together with a copy of the auditors' report and the report of the Board shall not less than twenty-one clear days before the date of the meeting be sent to every member of the Chamber and to the auditors.

AUDITORS

59. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors who shall be appointed and whose duties shall be regulated in accordance with Sections 236, 237 and 384 of the Act.

NOTICES

60. A notice may be served by the Chamber upon any member either personally or by sending it through the post in a pre-paid letter addressed to such a member at his registered address. Any notice, if served by first class post, shall be deemed to have been served on the day following that on which the letter containing the same was posted and in proving such service it shall be sufficient to prove that such letter was properly addressed and posted as a pre-paid letter.

61. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (1) every member except those who (having no registered address in the United Kingdom) have not supplied to the Chamber an address within the United Kingdom for the giving of notices to them, and
- (2) the auditors for the time being of the Chamber.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

62. The provisions of clause 8 of the memorandum of association relating to the winding up and dissolution of the Chamber shall apply and have effect as if that clause were repeated in these articles.

INDEMNITY

63. No Board member or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Chamber by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Board member or other officer hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by any Board member or other officer hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the Board member or other officer who is sought to be made liable and every Board member or other officer (including the auditors) of the Chamber shall be entitled to be indemnified out of the assets of the Chamber against all such losses and liabilities as are incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.