

No 78731

COMPANY LIMITED BY GUARANTEE

NEW ARTICLES OF ASSOCIATION

(adopted by Special Resolution
passed on 28th March 1994 as
amended by Special Resolutions
passed on 22nd May 1995,
21st May 1996, 19th May 1999, 11 July 2001,
6 October 2003 and 11 October 2007)

OF

BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY



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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 ¹The 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 each anniversary of the month in which the member's application for membership was accepted (in these Articles referred to as the "Acceptance Date") or previously renewed or such other date as may, from time to time, be determined by the Board.

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 ²No member shall be entitled to exercise the rights of membership whose subscription is more than three months in arrear, and, unless the Board otherwise decides, any member whose subscription shall be more than three 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.

¹ Article 7 was amended by Special Resolution passed on 11 July 2001

² Article 9 was amended by Special Resolution passed on 19 May 1999

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 Chambers.

- 14 (A) ³The Chair at all General Meetings of the Chamber shall be taken by the President, or in his absence by a Vice President, or the Immediate Past President 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,

³ Article 14(A) altered by Special Resolution passed on 21 May 1996

- (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 ⁴The Council shall be constituted as follows -

Elected Members - Not less than 24 nor or more than 48 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 48 and to decide upon their order of retirement in accordance with these Articles

Ex-Officio Members - The immediate Past President of the Chamber, his/her two immediate predecessors as Past Presidents, the Chairman of Sections and Standing Committees of the Chamber. PROVIDED ALWAYS that Past Presidents of the Chamber (not being the immediate Past President and his/her two immediate predecessors as Past Presidents) shall remain an Ex-Officio Members of the Council until the conclusion of the Annual General Meeting of the Chamber in 1998 but shall then cease to be Ex-Officio Members

Honorary Members - Not more than 18 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,

⁴ Article 18 was amended by Special Resolution passed on 22 May 1995

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 ⁵At its first meeting after the Annual General Meeting, the Council shall appoint a President and one or more Vice-President or Vice-Presidents, from among their own number. The Honorary Officers of the Chamber shall be the President, the Immediate Past President, the Senior Vice-President and the Junior Vice-President. 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

⁵ Article 27 altered by Special Resolution passed on 21 May 1996

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 provision, 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 foregoing 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 Chambers,
 - (b) no more than six members of the Council who shall be elected by the Council in accordance with the foregoing provisions hereof,
 - (c) ⁶the President of Solihull Chamber of Commerce,
 - (d) ⁷the Chairman of Birmingham Chamber Training Limited,
 - (e) the Chairman of the Institute of Asian Businesses,
 - (f) up to three persons co-opted by the Board,
 - (g) the Chief Executive of the Chamber,⁸
 - (h) ⁹the Finance Director of the Chamber

⁶ Article 32(c) altered by Special Resolution passed on 19 May 1999

⁷ Article 32(d) altered by Special Resolution passed on 11 July 2001

⁸ Original Article 32(i) deleted by Special Resolution passed on 11 July 2001

⁹ Article 32(h) added by Special Resolution passed on 21 May 1996

- 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 ¹⁰The 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 foregoing) -
- (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, the Deputy Chief Executive, the Finance Director and the Managing Director of Birmingham Chamber Training Limited, each of whom 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

¹⁰ Articles 36(ii) altered by Special Resolution passed on 21 May 1996

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 to 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 entitled 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 given 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