

COMPANY LIMITED BY GUARANTEE

NEW ARTICLES OF ASSOCIATION

(Adopted by a Special Resolution passed on 20 November 2020)

of

BIRMINGHAM CHAMBER OF COMMERCE AND INDUSTRY

1. The name of the association is The Birmingham Chamber of Commerce and Industry.

2. **DEFINITIONS AND INTERPRETATION**

In these articles:

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

2.2 "Appointments Committee" means the committee established by the Board in accordance with article 24.4.1;

2.3 "Audit Committee" means the committee established by the Board in accordance with article 24.4.2;

2.4 "Board" means the board of directors of the Chamber;

2.5 "Board Chairman" means the chairman of the Board appointed in accordance with article 22;

2.6 "Board Members" means those persons appointed to the Board in accordance with article 21;

2.7 "Chamber" means the Birmingham Chamber of Commerce & Industry;

2.8 "Chief Executive" means the chief executive officer of the Chamber;

2.9 "Chief Financial Officer" means the chief financial officer of the Chamber;

2.10 "Clear Days" means in relation to the sending of a notice, the period excluding the day on which the notice is sent or deemed to be sent and the day for which it is sent or on which it is to take effect;

2.11 "Committee" means any committee established by the Board in accordance with article 24;

2.12 "Council" means the Council of the Chamber;

2.13 "Council Member" means those persons appointed to the Council in accordance with articles 15, 16 and 17;

2.14 "Electronic Communications" has the meaning given in the Electronic Communications Act 2000;

2.15 "electronic form" has the meaning given in the Act;

2.16 "electronic means" has the meaning given in the Act;

2.17 "Junior Vice-President" means the junior vice-president of the Chamber appointed in accordance with article 19;

2.18 "Member" means any person admitted as a member of the Chamber by the Board;

2.19 "President" means the president of the Chamber elected in accordance with article 19;

2.20 "Remuneration Committee" means the committee established by the Board in accordance with article 24.4.3;

2.21 "Division" means a division of the Chamber established in accordance with article 28;

2.22 "Senior Vice-President" means the senior vice-president of the Chamber appointed in accordance with article 19;

2.23 "Statutes" means the Act and every other statute (including any orders, regulations or other subordinate legislation made under them) for the time being in force concerning companies and affecting the Chamber, and every statutory modification or re-enactment of the same for the time being in force;

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

2.25 Unless the context otherwise requires:

2.25.1 words importing one gender shall include any other gender; and

2.25.2 other words or expressions contained in these articles bear the same meaning as in the Act or any statutory modification of the Act in force on the date these articles became binding on the Chamber.

3. OBJECTS OF THE CHAMBER

3.1 The Chamber is established for the following objects:

3.1.1 To promote and protect the interests of business in the Greater Birmingham area;

3.1.2 To represent the views of the business community of Greater Birmingham locally, regionally, nationally and beyond;

3.1.3 To supply information, advice and assistance to its Members;

3.1.4 To aid the development of international trade and participate in the worldwide network of Chambers of Commerce;

3.1.5 To represent, express and give effect to the opinions of its members on any matter affecting their commercial interests; and

3.1.6 To promote networking opportunities for its Members.

3.2 Being instituted solely for these purposes, the Chamber shall not become affiliated to or subscribe any of its funds to any political party.

4. LIABILITY OF MEMBERS

4.1 The liability of each Member is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Chamber in the event of its being wound up while it is a Member or within one year after it ceases to be a Member, for:

4.1.1 payment of the Chamber's debts and liabilities contracted before it ceases to be a Member;

4.1.2 payment of the costs, charges and expenses of winding up; and

4.1.3 adjustment of the rights of the Members amongst themselves.

5. QUALIFICATION OF MEMBERS

5.1 The Members of the Chamber shall be persons with an interest in supporting the objects of the Chamber.

5.2 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.

6. ADMISSION OF MEMBERS

6.1 Every person that wishes to become a Member shall deliver to the Board a duly executed application for membership in such form as the Board may require.

6.2 Applicants shall undertake to be bound, if accepted, by the articles of the Chamber.

6.3 The Board shall be empowered to accept, defer or decline applications on a majority vote.

6.4 Acceptance of an application, together with payment of the annual subscription, shall constitute membership.

6.5 A full list of Members is kept and may be inspected by any Member at the registered office of the Chamber.

7. SUBSCRIPTIONS

7.1 The annual subscription payable by Members shall be such sum as may, from time to time, be determined by the Board.

7.2 The annual subscription shall become due in advance on the anniversary of the month in which the Member's application for membership was accepted or previously renewed, or such other date as the Board may from time to time determine.

8. NON-PAYMENT OF SUBSCRIPTIONS

8.1 No Member whose subscription remains unpaid for more than three months after it has become due shall be entitled to exercise any of the rights of membership of the Chamber.

8.2 Unless the Board otherwise decides, providing that at least one month's written notice has been given to the Member concerned, any Member whose subscription remains unpaid for more than three months after it has become due shall ipso facto cease to be a Member and its name shall be struck off the register of Members.

9. RETIREMENT OF MEMBERS

9.1 Any Member wishing to retire from the Chamber must give written notice to that effect to the Chamber at least one calendar month before the date on which its subscription shall next be due.

9.2 Failure to give such notice will render a Member liable for payment of the subscription for the year following such date.

10. EXPULSION OF MEMBERS

10.1 The Board may require a Member to retire from the Chamber:

10.1.1 where in the opinion of the Board it is undesirable for the Member to continue as a Member of the Chamber; and

10.1.2 75% of the Board Members pass a resolution to that effect ("Expulsion Resolution").

10.2 Such a Member is entitled to seven days' notice of the time at which the question of his expulsion will be considered by the Board. The Board is entitled to suspend the membership of such a Member during the seven day period.

10.3 The Member has the right during the seven day period to make a written representation against his expulsion to the Board.

10.4 On service of a copy of the Expulsion Resolution on such a Member, it shall cease to be a Member and all rights of the Member in relation to the Chamber shall end.

10.5 An expelled member is entitled to make a written appeal to the Board within 28 days of the date of service on it of the Expulsion Resolution. The Board will consider the written appeal at the next meeting of the Board but the expelled member is not entitled to be present at the deliberations at that meeting.

10.6 The Board will decide after considering the written appeal whether or not the expulsion will stand and the decision of the Board will be final.

11. ANNUAL GENERAL MEETING

11.1 The annual general meeting of the Chamber shall be held at such time as the Board may decide in order to:

11.1.1 Receive the annual report of the Board;

11.1.2 Receive the annual statement of accounts;

11.1.3 Receive the appointments of the President, Senior Vice-President and Junior Vice-President of the Chamber previously appointed in accordance with article 19;

11.1.4 Receive the result of the election and nominations from Board and the Divisions of members of the Council under articles 15 and 16;

11.1.5 Elect members of the Board in accordance with article 21.1;

11.1.6 Appoint and fix the remuneration of an auditor or auditors in accordance with the Statutes; and

11.1.7 Consider and if necessary take action in relation to any business or motion set out in the notice of the meeting, providing that such business is not inconsistent with the articles of the Chamber.

11.2 Notice as required by the Statutes of the annual general meeting and of the subject or subjects to be brought forward at the meeting shall be given to all Members in accordance with these Articles.

12. GENERAL MEETINGS

12.1 General meetings of the Chamber shall be convened:

12.1.1 By any Board Member on the direction of the Board;

12.1.2 On the requisition of five Council Members;

12.1.3 On the requisition of fifty Members of the Chamber; or

12.1.4 On such requisition as provided in the Statutes.

12.2 The objects of the general meeting shall be stated in the requisition.

12.3 Not less than the notice required by the Statutes of the general meeting and the business to be carried out at the general meeting shall be given to each Member by and in accordance with the provisions of these Articles.

12.4 The Chair at all general meetings shall be taken by the Board Chairman, or in his absence by the President or a Vice-President, as the Members present at the general meeting shall determine. If none of these is present within fifteen minutes of the time appointed for the meeting, the Members present shall appoint a chairman of the general meeting from amongst their number.

12.5 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, seven Members present at the general meeting shall be a quorum.

12.6 If a quorum is not present within half an hour of the time appointed for the meeting, a meeting convened on the requisition of Members shall be dissolved. In any other case the meeting shall stand adjourned to a suitable date and time within the next fourteen days at the same place, or such other place as the chairman of the general meeting may determine.

12.7 If at a meeting adjourned under article 12.6 a quorum is not present within half an hour of the time appointed for the meeting, the Members present shall be a quorum.

12.8 The chairman of the general meeting 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 that 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 the 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.

12.9 Questions put to the vote at any general meeting shall be determined by the majority, on a show of hands, of the Members present and voting at any general meeting. Each Member shall be entitled to one vote. Votes may be given personally or by proxy.

12.10 In the case of an equality of votes the chairman of the general meeting shall be entitled to a second or casting vote.

13. PROXIES

13.1 A proxy need not be a Member.

13.2 A Member may appoint the chairman of the general meeting as a proxy and may:

13.2.1 provide specific voting instructions to the chairman of the general meeting;

13.2.2 instruct the chairman of the general meeting to vote as he thinks fit; or

13.2.3 instruct the chairman of the general meeting to abstain,

in relation to one or more specified resolutions.

13.3 The appointment of a proxy shall not preclude a Member from attending, speaking and voting in person at the meeting.

13.4 The appointment of a proxy shall (subject to any contrary direction contained in the appointment):

13.4.1 be deemed to confer authority to vote on any resolution or amendment of a resolution put to the meeting for which it is given, as the proxy thinks fit;

13.4.2 be valid for any adjournment of the meeting as well as for the meeting to which it relates;

13.4.3 where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of such meetings; and

13.4.4 not be valid after the expiry of 12 months from the date of the appointment, except at an adjourned meeting where the meeting was originally held within 12 months from that date.

13.5 The appointment of a proxy shall be in any usual or common form, or such other form as may be approved by the Board and, in the case of an instrument in writing, shall be signed by the appointer or by his agent duly authorised in writing, or if the appointer is a corporation shall be under the hand of an officer or agent so authorised. The Board may require evidence of the authority of any such officer or agent.

13.6 The Board may, at the expense of the Chamber, send by post, Electronic Communication or otherwise, instruments or forms of proxy to the Members (with or without provision for their return prepaid) for use at any general meeting or at any separate meeting of the Chamber. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the invitations are issued at the Chamber's expense, they shall be issued to all (and not to some only) of the Members entitled to be sent a notice of the meeting and to vote by proxy at the meeting.

13.7 The appointment of a proxy and the authority (if any) under which it is made, or a certified copy of such authority, shall:

13.7.1 in the case of an instrument in writing, be deposited at the registered office of the Chamber (or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting or in any instrument of proxy sent out by the Chamber in relation to the meeting) not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

13.7.2 in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:

13.7.2.1 in the notice convening the meeting; or

13.7.2.2 in any instrument of proxy sent out by the Chamber in relation to the meeting; or

13.7.2.3 in any invitation contained in an Electronic Communication to appoint a proxy issued by the Chamber in relation to the meeting,

be received at such address not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

13.8 Subject to article 13.9, an appointment of proxy which is not deposited, delivered or received in a manner specified in article 13.7 shall be invalid.

13.9 The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any required evidence of authority has not been received in accordance with article 13.7.

13.10 A vote given by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the death or mental disorder of the appointer or previous termination of the authority of the person voting unless notice in writing of the death, mental disorder or termination was received at the registered office of the Chamber (or at such other address at which the proxy appointment was duly received) at least six hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time fixed for holding the relevant meeting or adjourned meeting.

14. ROLE OF THE COUNCIL

The Chamber shall have a Council whose role shall be:

14.1 To identify and advise on policy issues and matters affecting Members and their commercial interests;

14.2 To elect the President in accordance with article 19;

14.3 To elect the Board Chairman in accordance with article 22;

14.4 To propose subjects for consideration by the Board;

14.5 To give consideration to and discuss matters which the Board has submitted to the Council; and

14.6 To request the Board to reconsider proposals of or decisions of the Board.

15. CONSTITUTION OF THE COUNCIL

The Council shall have up to a maximum of 30 members to be constituted as follows:

15.1 Representatives from the Divisions based on the number of members in the Division on the ratio of 1 representative per 500 Division members or part thereof with a maximum of 2 representatives per Division at any one time. The representatives shall be selected by the Division Committees and shall provide representation of the Divisions at the Council.

15.2 Co-opted members as the Council may from time to time determine.

15.3 Up to 6 members nominated by the Board in accordance with these Articles.

15.4 Any member of the Chamber elected under article 16 with a minimum of 12 such elected members at any one time.

15.5 For the purposes of the Statutes, Council Members shall not be deemed to be directors of the Chamber unless they have been appointed as a Board Member in accordance with these Articles.

16. ELECTION AND SECTOR SELECTION OF COUNCIL MEMBERS

16.1 At each annual general meeting of the Chamber, those Council Members who have served a term of three years shall retire, but shall be eligible for re-selection or re-election in accordance with the provisions of these Articles for a further three year term up to a maximum of three consecutive three year terms, provided that they are not otherwise disqualified under these Articles.

16.2 Representatives from the Divisions will be selected by the Divisional committees

16.3 There may be elected as Council Members:

16.3.1 Any Member who is not a member of a Division ("Eligible Member"); or

16.3.2 Any director, principal officer, manager or owner of any Eligible Member who has been nominated by that Eligible Member.

16.4 Six weeks at least prior to an annual general meeting there shall be sent to every Eligible Member of the Chamber a list of the Council Members who have been elected in accordance with article 15.4 and such list shall indicate those who are to retire that year and are eligible for re-election.

16.5 Candidates for election, other than retiring members, must be nominated on the official nomination paper. Nomination papers will be provided with the list referred to in article 16.4.

16.6 Any person being submitted for election as a Council Member, except retiring Council Members who are eligible and willing to be re-elected, shall have agreed in writing to offer himself for election and shall have been nominated by two Eligible Members of the Chamber.

16.7 In addition to the name of the candidate there shall be entered on the nomination paper his position in the company, firm or business of which he is the representative.

16.8 Completed nomination papers shall be returned to the Board not less than 28 days before the annual general meeting, otherwise they shall be invalid.

16.9 If the number of candidates nominated for election, and consenting to serve as a Council Member if elected, does not exceed the number of vacancies to be filled within the limits set out in article 15, such candidates shall serve as Council Members from the next annual general meeting.

16.10 If the number of candidates exceeds the number to be elected as set out in article 15, the Board shall, at least 21 days before the date appointed for the annual general meeting, issue voting papers to the Eligible Members. The voting papers shall be returned to the Board not less than 7 days before the meeting, otherwise they shall be invalid. Voting papers shall contain the same particulars as required to be specified in the nomination papers.

16.11 Each Eligible 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.

16.12 A committee of scrutineers shall be appointed annually by the Council from those Council Members who are not candidates for election. The committee of scrutineers 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 President shall have a casting vote.

17. VACATION OF COUNCIL SEATS

17.1 The Council may declare vacant the seat of:

17.1.1 any Council Member who resigns, dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; and

17.1.2 any Council Member who has failed to attend three meetings during any twelve consecutive months without reasons satisfactory to the Council.

17.2 The Chamber may by ordinary resolution at a meeting of the Members remove a Council Member before the expiration of his period of office notwithstanding anything in any agreement between it and him.

17.3 A Council Member shall vacate office if the Member of which he is the representative ceases to be a Member.

17.4 The Council and/or the Board shall be entitled to appoint any Member to Council to fill a casual vacancy where such vacancy relates to a Council Member elected in accordance with article 16. Any person appointed in accordance with this article 17.4 shall retire at the next annual general meeting but shall be eligible for re-election.

17.5 Where a vacancy relates to a Council Member selected by a Division, that Division shall appoint a replacement Council Member

17.6 The Council shall have power to act notwithstanding that any vacancy shall not have been filled up.

18. MEETINGS OF THE COUNCIL

18.1 The Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit.

18.2 All meetings of the Council shall be convened by the Chamber. The President, a Vice-President or any five Council Members may at any time require the Chamber to convene a meeting of the Council.

18.3 Meetings shall be convened by not less than seven days' notice, unless the President otherwise determines in order to deal with urgent matters, in which case three days' notice may be given.

18.4 The Council shall meet as often as the Council so decides.

18.5 No business shall be transacted at any Council meeting unless a quorum of Council Members is present at a time when the meeting proceeds to business. Save as otherwise provided for in these Articles five Council Members present at a Council meeting shall be a quorum.

18.6 At all Council meetings each Council Member shall have one vote. In the case of equality of votes, the chairman of the meeting shall have a second or casting vote.

19. PRESIDENTS AND VICE-PRESIDENTS

19.1 At the Council meeting immediately preceding the annual general meeting, the Council shall on the recommendation of the Appointments Committee make the following appointments:

19.1.1 a President of the Chamber;

19.1.2 a Senior Vice-President of the Chamber; and

19.1.3 a Junior Vice-President of the Chamber,

from amongst the Council Members.

19.2 The Council Members appointed in accordance with this Article shall take up their offices from the conclusion of the annual general meeting following the Council meeting at which they are appointed, and shall hold their offices until the conclusion of the annual general meeting two years later.

19.3 In the event of a casual vacancy arising for the office of President, Senior Vice-President or Junior Vice-President, the Council may appoint from amongst the Council Members a successor who shall serve until the conclusion of the next annual general meeting.

19.4 The President, or failing him one of the Vice-Presidents, shall take the chair at all Council meetings. If none of the President or the Vice-Presidents is present within 15 minutes after the time appointed for the meeting, the Council Members present shall choose one of their number to take the role of chairman at that meeting.

19.5 The immediate Past President may remain as a board member for 12 months following the end of their term as President.

20. CONSTITUTION OF THE BOARD

20.1 The members of the Board shall comprise the following:

20.1.1 The Board Chairman, the President, the Chief Executive, the Chief Financial Officer, the Senior Vice-President and the Junior Vice-President, who shall be ex-officio members of the Board; the immediate Past President; and

20.1.2 Four persons who shall be appointed as Board members in accordance with article 21.

21. APPOINTMENT TO THE BOARD

21.1 Board Members shall be appointed at the annual general meeting by the Members on the recommendation of the Appointments Committee, such recommendations having been previously approved by the Council.

21.2 The Board may appoint any Council Member to be a member of the Board to fill a casual vacancy. Any person appointed in accordance with this article shall hold office up to the conclusion of the next annual general meeting but shall be eligible for re-election subject to the provisions of these Articles.

21.3 The Board shall have the power from time to time to appoint up to five persons (who shall have specialist areas of expertise) as co-opted members of the Board, provided that:

21.3.1 each such co-opted member shall hold office until his appointment is terminated by the Board; and

21.3.2 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.

21.4 Board members shall have a term of 3 years from the AGM at which they are appointed, with a maximum three terms of three years, unless otherwise agreed by Council.

21.5 Board members must attend a minimum of 60% of Board meetings or will be required to resign from the Board (unless in exceptional circumstances); virtual attendance to also be counted as attendance.

22. THE CHAIRMAN OF THE BOARD

22.1 The Board Chairman shall be the chairman of the Board and shall on the recommendation of the Appointments Committee be elected by the Council.

22.2 The Board Chairman shall hold office (subject to the provisions of these Articles) for a period of three years but shall be eligible for re-election on the recommendation of the Board by the Council for a further period of three years after the expiry of the initial three year period.

22.3 Unless otherwise decided by the Council, no Board Chairman who has been elected in accordance with the foregoing provisions shall be entitled to hold office for a period exceeding six successive years, although a Board Chairman who has served for a period of six successive years shall be entitled to allow his name to go forward for nomination as Board Chairman after three years have elapsed after the end of such six year period.

22.4 The remuneration, duties and terms of employment of the Board Chairman shall be recommended by the Remuneration Committee and agreed by the Board.

22.5 The Board Chairman shall be responsible for ensuring the effectiveness of the Board.

23. POWERS OF THE BOARD

23.1 The Board shall be empowered to manage the affairs of the Chamber. The Board may exercise all the powers of the Chamber, and do on behalf of the Chamber all acts, matters and things, as may be exercised or done by the Chamber as are not required by the Act or by these Articles to be exercised or done by the Chamber in general meeting or by the Council. The foregoing shall include in particular (but without prejudice to the generality of the foregoing):

23.1.1 to make and vary from time to time 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 to these Articles which could only properly be made by special resolution of the Chamber in general meeting; and

23.1.2 to appoint such person or persons as employees of the Chamber for such period and for such remuneration and otherwise as they 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 may from time to time revoke, withdraw alter or vary all or any such powers.

24. DELEGATION OF BOARD'S POWERS

24.1 The Board may delegate any of its powers from time to time on such terms and conditions as it may think fit to individuals or committees consisting of such persons as it may think fit and the Board shall set the terms of reference of each such committee. Each such committee shall be subject to annual re-appointment by the Board. Any committee shall in the exercise of powers so delegated conform with the provisions of these Articles or to any other regulations consistent with these Articles imposed on it by the Board and all such regulations shall always include provision for regular reports to the Board. Any decisions of any committee shall be minuted and a copy of the approved minutes shall be circulated to the committee members and the Board.

24.2 The Board may revoke or vary any delegation and discharge any committee wholly or in part.

24.3 A committee may elect a chairman of its meetings; if no such chairman is prescribed or elected or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to chair the meeting.

24.4 There are established as standing Committees under this Article:

24.4.1 An Appointments Committee. The Appointments Committee shall be appointed by the Board from amongst the Board Members and shall consist of not less than four members. The Appointments Committee shall identify for approval by Council suitable candidates for senior appointments up to and including the Board Chairman, Chief Executive, Chief Financial Officer and other senior officers as decided by the Board;

24.4.2 An Audit Committee. The Audit Committee shall be appointed by the Board from amongst the Board Members and shall consist of not less than four members. The Board shall satisfy itself that at least one member of the Audit Committee has sufficiently recent and relevant financial experience to be chairman of the Audit Committee. The Audit Committee's terms of reference shall be periodically agreed by the Board to ensure that the Audit Committee operates in accordance with best practice. The Chief Executive shall attend by invitation only; and

24.4.3 A Remuneration Committee, the members of which shall comprise the following:

24.4.3.1 The Chairman;

24.4.3.2 The Chief Executive;

24.4.3.3 The President; and

24.4.3.4 Two Board Members.

The terms of reference of the Remuneration Committee shall be as agreed by the Board. The Chairman and the Chief Executive shall absent themselves from all discussions regarding their own remuneration.

24.5 No resolution or act of any Committee 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 Committee shall be entitled to incur any expense without the approval of the Board.

25. BOARD MEMBERS' INTERESTS

25.1 Subject to the Acts, a Board Member who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Chamber shall declare the nature and extent of his interest at a meeting of the Board in accordance with sections 177 and 182 of the Act. Subject to him complying with the provisions of this article 25, he shall not be accountable to the Chamber for any profit which he may derive from the contract and no such contract shall be liable to be avoided on the grounds of any such indirect interest or benefit.

25.2 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. Neither of the foregoing provisions shall apply to:

25.2.1 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

25.2.2 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

25.2.3 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 an direct benefit from the contract.

25.3 The Board Members may, in accordance with section 175(5)(a) of the Act and the special resolution passed by the Members on 16 October 2008, authorise any matter which would, but for such authorisation, give rise to a breach of the duty of directors to avoid conflicts of interest under section 175(1) of the Act.

26. PROCEEDINGS OF THE BOARD

26.1 The Board shall meet together at least four times a year for the despatch of business, adjourn and otherwise regulate their meetings as it thinks fit. The Board Chairman shall, on the request in writing of any Board Member, summon a meeting of the Board by notice served on the Board Members.

26.2 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 the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

26.3 The Board Chairman shall preside at all meetings of the Board. If the Board Chairman is not present within five minutes of the time appointed for the meeting of the Board, the President or the Vice-President, if present, shall preside. If none of the foregoing are present, the Board Members then present shall choose one of their number to take the chair at that meeting of the Board.

26.4 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.

26.5 All acts done bona fide by any meeting of the Board or by any person acting as a Board Member shall, notwithstanding that it may afterwards be 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.

26.6 The Board shall cause minutes to be kept of all resolutions and proceedings of the Chamber, the Board and the Committees.

26.7 The Board Members for the time being may act notwithstanding any vacancy in their body, provided that if their number is below four, 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.

26.8 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.

27. DISQUALIFICATION OF BOARD MEMBERS

The office of a Board Member shall be vacated if:

27.1 he resigns from office by notice in writing to the Board;

27.2 he is removed from office by ordinary resolution of the Members of the Chamber (subject as provided in section 312 of the Act);

27.3 he becomes bankrupt or has a receiving order (or any analogous order under the corresponding legislation in any jurisdiction) made against him or makes an arrangement or compounds with his creditors generally or applies to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act or makes any similar application under analogous proceedings in another jurisdiction;

27.4 a registered medical practitioner who is treating that person gives a written opinion to the Chamber stating that that person has become physically or mentally incapable of acting as a Board Member and may remain so for more than six months;

27.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

27.6 he ceases to be a Board Member by virtue of any provision of the Statutes or is prohibited by law for by an order of a court of competent jurisdiction from being a director; or

27.7 either he or the incorporated or unincorporated body of which he is the representative ceases to be a Member of the Chamber.

28. DIVISIONS

28.1 The Board may authorise the formation of a Division upon receipt of an address from not less than twenty-five Members who may wish to associate themselves together in a Division with a view of representing more effectually the interests of any particular trade, industry or other interest. Each Division shall appoint a chairman and, if it thinks fit, a vice-chairman. There may be added to the number of any constituted Division any or all of the Members of the Chamber belonging to the trade, industry, or other interest represented by the Division. Divisions shall be empowered to appoint sub-divisions to represent any branch of their interests, and each sub-division shall appoint a chairman.

28.2 Where any town within the Greater Birmingham area has twenty-five or more Members such Members may make a request to the Board to establish a local Division to represent special local industries and trades, and in particular to make representations to the Local Authority in whose areas they reside.

28.3 Within the area described in article 28.2, the Board may alternatively make arrangements on such terms as shall be mutually agreed, whereby the members of a local Chamber of Commerce ("Local Chamber") 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 Divisions except to the extent that any such member is also a Member of the Chamber or of a Division.

28.4 No resolution of any Division 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 Division shall be entitled to incur any expense without the approval of the Board.

28.5 A register of the names and addresses of the members of every Division formed under this article 28 shall be kept by the Chamber. A divisional register may be inspected by any member of that Division at the offices of the Chamber but such register shall not be copied for use or for circulation outside the Chamber without the authority of the President.

28.6 The Board shall have power to dissolve or to reconstitute or to order the reconstitution of any Division formed under this article 28. An appeal against the decision of the Board may be made to the next general meeting and notice of such an appeal shall be given on the circular convening the next general meeting.

28.7 No Member shall be entitled to be part of or associated with more than one Division.

29. FORM OF NOTICES

Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing or shall be given using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice.

30. METHODS OF SERVICE

Any notice or document may be sent by the Chamber to any Member by any of the following methods:

30.1 personally;

30.2 by sending it through the post in a prepaid envelope addressed to the Member at his registered address;

30.3 by leaving it at his registered address;

30.4 by sending it by Electronic Communications to an address for the time being notified to the Chamber by the Member for that purpose; or

30.5 by any other means permitted by the Act.

31. ELECTRONIC COMMUNICATIONS

31.1 Subject to any requirement of the Statutes the Chamber may send any documents or notices to its Members in electronic form and such documents or notices will be validly sent provided that:

31.1.1 the Member has agreed either generally or in respect of a specific matter (or, in the case of a company, is deemed to have agreed by a provision in the Act that documents or notices can be sent in electronic form); and

31.1.2 copies of the documents are sent in electronic form to the address notified by the Member to the Chamber for that purpose.

31.2 Subject to any requirement of the Statutes the Chamber may send any documents or notices to its Members by means of a website and any such documents or notices will be validly sent provided that:

31.2.1 the Member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to it or it has been asked (individually) to agree that documents and notices can be sent by means of a website and the Chamber has received no response to that request within 28 days from the date on which the request was sent; and

31.2.2 the Member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed.

31.2.3 Documents must be available on the website for a period of not less than 28 days from the date of notification unless the Statutes make provision for any other time period.

31.2.4 If the documents are published on the website for a part only of the period of time referred to in article 31.2.3, they will be treated as being published throughout the period if the failure to publish throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Chamber to prevent or avoid.

32. ANY OTHER MEANS

Any document, information or notice that is sent or supplied otherwise than in hard copy or electronic form or by means of a website is validly sent or supplied if it is sent or supplied in a form or manner that has been agreed by the intended recipient.

33. REGISTERED ADDRESS OUTSIDE THE UNITED KINGDOM

Any Member with a registered address outside the United Kingdom who gives to the Chamber an address within the United Kingdom at which notices or other documents may be sent to it, or an address to which notices or other documents may be sent using Electronic Communications, shall be entitled (subject to the agreement of the Chamber in the case of Electronic Communications) to have notices or other documents sent to it at that address, but otherwise shall not be entitled to receive any notice or other document from the Chamber.

34. DEEMED RECEIPT OF NOTICE OF MEETING

Any Member present at any meeting of the Chamber shall for all purposes be deemed to have received due notice of such meeting and, where required, of the purposes for which such meeting was convened.

35. DEEMED SERVICE

35.1 A notice or other document required to be sent by the Chamber to any Member, if served by post to an address in the United Kingdom, shall be deemed to have been served one day after the envelope containing the notice or other document is posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly addressed, stamped, and duly posted.

35.2 A notice or other document contained in an Electronic Communication shall be deemed to be served on the day it was sent. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was served. Where a document, information or notice to be given or sent by electronic means has failed to be transmitted after three attempts, then that notice or other document shall nevertheless be deemed to have been sent for the purposes of this article 35.2 and that failure shall not invalidate any meeting or other proceeding to which the notice or document relates.

35.3 A notice given by advertisement shall be deemed to have been given or served on the day on which the advertisement is published in accordance with article 35.

35.4 Where a document, information or notice is sent or supplied by means of a website, it is deemed to have been received by the recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

36. DISRUPTION OF POSTAL SERVICES

If at any time, by reason of the suspension or curtailment of postal services within the United Kingdom, the Chamber is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national newspaper published in the United Kingdom. The notice shall be deemed to have been duly served on all Members entitled to notice at noon on the day on which the advertisement appears. In any such case, the Chamber shall send confirmatory copies of the notice by post to those Members to whom notice cannot be given by Electronic Communications if, at least 6 Clear Days before the meeting, the posting of notices to addresses throughout the United Kingdom again becomes practicable.

37. OMISSION TO SEND NOTICE

The accidental omission to send a notice of meeting or a form of proxy or any other document relating to a meeting to, or the non-receipt of the notice, form of proxy or other document by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

38. AUTHENTICATION OF DOCUMENTS SENT BY ELECTRONIC MEANS

A document or information sent in electronic form by electronic means by a Member or other person to the Chamber is sufficiently authenticated in any manner authorised by the Act or in such other manner approved by the Board.

39. NOTICE OF GENERAL MEETINGS

Notice of every general meeting shall be given in any manner authorised by the provisions of this article to:

39.1 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

39.2 The auditors for the time being of the Chamber.

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

40. RECORDS

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

41. ACCOUNTS

41.1 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. Such records 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 to inspect any account, book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in general meeting.

41.2 The Board shall in each year 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 by the members in general meeting.

42. AUDITORS

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 qualified auditor or auditors who shall be appointed and whose duties shall be regulated in accordance with Part 16 of the Act.

43. DISSOLUTION

If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property or operating surplus whatsoever, the same shall not be distributed among the Members of the Chamber but shall be given or transferred to some other body having objects similar to those of the Chamber, chosen by the Members of the Chamber at or before the time of dissolution and, if that cannot be done for any reason, then to some other charitable body nominated by the Board Members.

44. INDEMNITY

44.1 Subject to the Statutes, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Chamber (other than any person (whether an officer or not) engaged by the Chamber as auditor) may be indemnified out of the Chamber's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Chamber or of any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Act) in the actual or purported execution and/or discharge of his duties or in relation thereto, including:

44.1.1 any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part; or

44.1.2 in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.

44.2 The Chamber may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Chamber, or in relation to its affairs.