



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SOUTH WALES CHAMBER OF COMMERCE, ENTERPRISE & INDUSTRY LIMITED

ARTICLES OF ASSOCIATION

(approved 8<sup>th</sup> October 2020.)

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## INTERPRETATION

### 1. In these Articles:

“Act” means the Companies Act 2006, including any statutory modification or reenactment thereof for the time being in force.

“Annual General Meeting” means a meeting held pursuant to Article 19).

“BCC” means British Chambers of Commerce (registered in England and Wales with the number 9635)

“Board” means the board of Directors of the Chamber.

“By-law” means any By-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.

“Chamber” means South Wales Chamber of Commerce, Enterprise and Industry Limited.

“Chief Executive” means any person for the time being appointed to perform the duties of Chief Executive of the Chamber.

“Constitution” means the Memorandum and Articles of Association of the Chamber and any By-laws from time to time in force.

“Director” means a a director of the Chamber.

“Division” means a Division referred to in Articles 65) to 66).

“Electronic Form” has the meaning given in section 1168 of the Act.

“Executive Director” means an employee of the Chamber holding office as a Director and where the context so requires or admits includes the Chief Executive.

“Honorary Member” means an individual who has been admitted to Honorary Membership pursuant to Article 8).

“Majority Resolution” means a resolution of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution.

“Member” means a member for the time being of the Chamber other than an Honorary Member.

“Membership Fee” means the annual membership fee set by the Board pursuant to Article 16).

“Officers” means the President, Vice-Chair (Finance) and Vice-Chair (Governance).

“Non-Executive Director” means an individual referred to in Article 44)e) and where the context so requires or

admits includes an Officer.

“President” means the President of the Chamber.

“Principal Objects” means the objects set out in Article 2).

“Seal” means the Common Seal of the Chamber.

“Secretary” means any person appointed from time to time to perform the duties of the secretary of the Chamber.

“Special Resolution” has the meaning given in section 283 of the Act.

“Vice-Chair (Finance)” means the Non-Executive Director with responsibility for oversight of the Company’s executive accounting function.

“Vice-Chair (Governance)” means the Non-Executive Director with responsibility for oversight of the Company’s governance.

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

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

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

## AIMS AND OBJECTS

- 1) The Chamber is part of a network of Chambers of Commerce across the UK accredited by the British Chambers of Commerce (BCC).
- 2) The Principal Objects for which the Chamber is established are:
  - a) the promotion of commerce enterprise industry trade services transport and education in South Wales and elsewhere within the United Kingdom;
  - b) to promote commerce enterprise industry trade services transport and education and in that connection to foster advance and protect commercial industrial trade and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the locality referred to above and elsewhere in the United Kingdom;
  - c) to seek admission to and become a member of the BCC and seek relevant accreditation therefrom;

- d) to provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):
- (i) to collect analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to Members;
  - (ii) to act as training agents and to provide educational and industrial courses including higher educational advisory services such as training needs analysis, and management export and training consultancy;
  - (iii) to promote organise and participate in international trade;
  - (iv) to encourage establish and support employment initiatives and initiatives for the start –up of businesses and enterprises; and
  - (v) to undertake such activities as may from time to time be required by the BCC for accreditation purposes;
- e) to represent in the United Kingdom and elsewhere, the collective interests views and opinions of its Members, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce enterprise industry trade services transport and education;
- f) to promote high standards of business and the recognition and use of national and international standards;
- g) to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest;
- h) to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise;
- i) to seek to attain all or any of the Principal Objects by united action with other chambers of commerce and industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object,
- and anything incidental to or conducive to any of those objects without limitation.
- 3) In furtherance of the Principal Objects the Chamber shall also have power:-
- a) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
  - b) construct, maintain and alter any houses, buildings or installations;

- c) to accept any gift of property, whether subject to any special trust or not, for any purpose within the Principal Objects;
  - d) to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber;
  - e) to print and publish and sell any newspapers, periodicals, books, leaflets or computer programmes electronic data and other works and publications and to produce and market films and other audio or visual aids;
  - f) to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
  - g) to borrow and raise money and secure its repayment in any manner;
  - h) to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;
  - i) to undertake and execute any trusts or any agency business which may seem conducive to any of the Principal Objects;
  - j) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the Principal Objects;
  - k) to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber;
  - l) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;
  - m) to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate;
  - n) to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Principal Objects without limitation.
- 4) The income of the Chamber, from wherever derived, shall be applied solely in promoting the Principal Objects, and no distribution shall be made to its Members in cash or otherwise provided that this shall not prevent:
- a) reasonable and proper remuneration (including the payment of any expenses) of any officer, Director or employee and any reasonable and proper payment to any Member in return for the supply of goods or services to the Chamber;
  - b) discounts provided to Members in respect of any goods or services supplied by the Chamber; and
  - c) rent for property let by the Chamber to any Member.

## MEMBERSHIP

- 5) The liability of the Members is limited. Every Member of the Chamber undertakes to contribute to its assets, in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Chamber, contracted before he ceased to be a Member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.
- 6) If on the winding up of the Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the Members of the Chamber, but shall be given or transferred to some other body (whether or not it is a Member of the Chamber) having objects similar to the Principal Objects, or to another body the objects of which are charitable.
- 7) Membership shall be open to:-
  - a) individuals who are in business on their own account;
  - b) companies, corporations, firms and other organisations engaged or interested in commerce enterprise industry trade services transport and education;
  - c) members of professions who have an interest in commerce enterprise industry trade services transport and education; and
  - d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
- 8) The Board may admit any person to Honorary Membership of the Chamber for such period as it may determine.
- 9) An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
- 10) All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if accepted) as the Board may in its absolute discretion from time to time prescribe and shall be subject to payment of any fee prescribed by the Board unless the Board determines that this amount may be paid at a later date.
- 11) The Board may refuse any application for membership without giving reasons.
- 12) A Member may terminate membership by giving notice via, phone, email or letter that they do not wish to renew. If no such notice has been given it will be assumed that the Member wishes to continue and an invoice for the Membership Fee will be sent. Where a Direct Debit is in place this will auto renew. If no notice has been given and the annual Membership Fee has not been paid, then after 60 days from the renewal date the membership will have deemed to have lapsed and if they rejoin they will be engaged with as a new Member.

- 13) Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:-
- a) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction.
  - b) if being an individual is adjudicated bankrupt.
  - c) if the Member suspends payment or compound with its creditors.
  - d) (if being an individual he is or may be suffering from mental disorder and either -
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - e) if the Member fails to pay the annual Membership Fee within three months of the due date.
- 14) The Board may at any time by Majority Resolution suspend or expel any Member at any time provided that:-
- a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
- 15) Any Member so expelled shall lose all privileges of membership (or in the case of suspension for the relevant period of suspension) without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled (or revoke suspension) at such time and on such terms as it may determine.
- 16) The annual Membership Fee to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual Membership Fee the Board may by By-law or otherwise from time to time divide Members into categories and fix different rates of fees for different categories.
- 17) The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
- 18) Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

- 19) The Chamber shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
- 20) The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene general meetings in accordance with the provisions of the Act.
- 21) General meetings shall be called by at least fourteen clear days' notice unless a Special Resolution is proposed in which case at least twenty-one clear days' notice shall be required. A general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, members of the Board and the Chamber's auditors.
- 22) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 23) All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of members of the Board and the appointment of and the fixing of the remuneration of the auditors.
- 24) No business shall be transacted at any general meeting unless a quorum is present. Five persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 25) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum.
- 26) The President or in their absence either the Vice-Chair (Finance) or Vice-Chair (Governance) or in their absence some other Director nominated by the Board shall preside as chair of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and if there is only one Director present and willing to act that member shall be chair.
- 27) If no Director is willing to act as chair, or if no Director is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chair.
- 28) The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not

taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

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

a) by the chair; or

b) by at least five Members having the right to vote at the meeting;

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

30) Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

31) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

32) A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33) A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

35) On a show of hands every Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote provided that no Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.

- 36) No objection shall be raised to the qualification of any Member to vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 37) On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.
- 38) Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the chair, the Secretary or any Director at the time appointed for taking the poll.
- 39) No Member shall have the right to receive notice of or to send a representative to any Chamber meeting or exercise any other rights of membership whether conferred by these articles or otherwise if it is more than three months in arrears with the payment of its Membership Fee.
- 40) Any Director shall be entitled to attend and speak at any general meeting.

#### THE BOARD

- 41) No person shall be appointed a Director:-
- a) unless s/he has consented so to act; and
  - b) who is not either:
    - (i) a Member or a person connected with a Member, or
    - (ii) an executive of the Chamber.
- 42) No person shall become a Director except an individual appointed by the Members or an individual appointed by the Board to fill a vacancy or in addition to the existing Directors.
- 43) The Board shall at all times have power to appoint Executive Directors. Such Executive Directors may include the Chief Executive and other persons as the Board may deem fit.
- 44) The Board shall consist of:-
- a) the President who shall be elected by the Board from their number, who will serve a three year term as President. This may be extended for a longer period, in exceptional circumstances, by agreement of a Majority Resolution.
  - b) the Vice-Chair (Finance) who shall be elected by the Board from their number, who will serve a three year term as Vice-Chair (Finance);

- c) the Vice-Chair (Governance) who shall be elected by the Board from their number, who will serve a three year term as Vice-Chair (Governance);
- d) the Chief Executive;
- e) up to a maximum of a further 10 individuals as Non-Executive Directors (each being a Member or a person connected with a Member) who are elected by the Members, or (in the case of a casual vacancy) appointed by the Board; and
- f) up to three further executives of the Chamber (not being Members or persons connected with Members) appointed by the Board provided that the total number of Directors employed by the Chamber shall always be at least two less than the total number of Non-Executive Directors.

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

- 45) The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be five provided that of those present a majority are persons from the categories mentioned in clauses (a) (b) and (e) of Article 44).
- 46) The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 47) The Directors may delegate any of their powers to any committee consisting of at least one Director and such other persons, whether or not Directors, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director such of their powers as they consider desirable to be exercised by her/ him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.
- 48) In the management of the business of the Chamber the Directors shall ensure that the Board and any committees of the Board are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Board or its committees to carry out their functions and particularly its functions concerning representational matters.
- 49) No Director shall be entitled to remuneration for his/ her services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors

shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

50) No person shall be appointed or reappointed a Director at any general meeting unless:

- a) he/ she is nominated for election, or recommended for reappointment, by the Board; or
- b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by two Members qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment stating the particulars which would, if he/she were so appointed or reappointed, be required to be included in the Chamber's register of directors together with notice executed by that person of his willingness to be appointed or reappointed;

51) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Board for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Chamber of the intention to propose him/her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he/she were so appointed or reappointed, be required to be included in the Chamber's register of Directors.

52) The Chamber may by ordinary resolution of the Members appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and (subject to Article 53)) may also determine the rotation in which any additional Directors are to retire.

53) Each Director (unless appointed under Article 54)) shall be appointed by the Members at the Annual General Meeting and shall then hold office for a term of three years and will then be subject to re-election for a maximum two further terms of three years. After holding office as a Director for nine years a Director shall retire and shall not then be eligible for re-election for a further period of three years, unless the Director's appointment period is extended on an annual basis by express consent of a Majority Resolution, based on the needs of the business, to be ratified at the AGM.

54) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. Such Director shall be subject to ratification at the next Annual General Meeting of the Chamber and may then stand for re-election for a further three year term.

55) No Director shall be obliged to retire at an Annual General Meeting whilst he/she is President.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

56) The office of a Director shall be vacated if:

- a) he/she ceases to be a Director by virtue of any provision of the Act or he/she becomes prohibited by law from being a Director; or
- b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- c) he/she is, or may be, suffering from mental disorder and either;
  - (i) he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he/she resigns his office by notice to the Chamber; or
- e) he/she shall for more than three consecutive meetings have been absent without permission of the Directors from meetings of Directors and the Directors resolve that his/her office be vacant.

#### OFFICERS

- 57) The period of office for the President shall run for three years commencing on 1 January in the relevant year and ending three calendar years later on 31 December.
- 58) In the case of any vacancy occurring in the office of President then the vacancy shall be filled by the Board appointing a President from their number. Such appointment may run for the balance of the period the person he/she succeeded would have held office for or for such other period not exceeding three years as the Board may determine.

#### CHIEF EXECUTIVE

- 59) The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 60) The Chief Executive may also act as Secretary, but may not be the sole signatory to any notice, agreement or other document which requires the signature of both a Director and the Secretary.
- 61) In relation to his/her duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

#### SECRETARY

- 62) Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall have no duties in relation to the functions of the Board in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated and proper records are kept. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Act are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some Member of the Chamber executive) practical effect is given to decisions of the Board.

#### PATRON

- 63) The Board may from time to time appoint such person(s) to the role of Honorary Patron and for such term as the Board thinks fit. An Honorary Patron shall be such person who due to his/her achievements in public office and/or standing in the business community as the Board considers will assist the Chamber to achieve its Principal Objectives.
- 64) Any Honorary Patron shall not:
- a) be a Member or Director;
  - b) have any voting rights or exercise any authority over the Board; and
  - c) be required to pay any membership fees or bear any liabilities on behalf of the Chamber.

#### DIVISIONS

- 65) The Board may, at its discretion and with a view to representing the special interests of Members in a particular area on local matters or of Members in a particular trade or other activity, authorise the formation of a Section comprised of an association of certain Members.
- 66) The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.

#### BY-LAWS

- 67) The Board shall have power to make, alter or revoke By-laws which are not inconsistent with the Memorandum of Association and these Articles.
- 68) Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:-
- a) membership;
  - b) subscriptions;

- c) nominations to the Board;
- d) proceedings of the Board;
- e) the formation and proceedings of committees; and
- f) the formation and proceedings of Divisions.

#### DIRECTORS CONFLICTS OF INTEREST

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

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

- 72) In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his/her involvement with the Conflict otherwise than as a Director of the Chamber and in respect of which he/she owes a duty of confidentiality to another person the Director is under no obligation to:-

- a) disclose such information to the Director or to any Director or other officer or employee of the Chamber; or
- b) use or apply any such information in performing his/her duties as a Director;

where to do so would amount to a breach of that confidence.

- 73) Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:-
- a) is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
  - b) is not given any documents or other information relating to the Conflict;
  - c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 74) If the Directors authorise a Conflict:
- a) the Director will be obliged to conduct himself/herself in accordance with the terms imposed by the Directors in relation to the Conflict;
  - b) the Director will not infringe any duty he/she owes to the Chamber by virtue of sections 171 to 177 of the Act provided he/she acts in accordance with such terms , limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 75) A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director) to account to the Chamber for any remuneration, profit or other benefit which he/she (or the Member through which he/she is qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

#### MINUTES

- 76) The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, and of meetings of the Board, the Regional Boards, Sections and Committees, including the names of persons present at each such meeting.
- 77) All minutes shall be open to inspection by any Director. Minutes of meetings of the Regional Boards and any Section shall also be open to inspection by Members.

#### THE SEAL

- 78) The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the

Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 44 of the Act. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register.

## ACCOUNTS

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

## AUDITORS

- 80) Auditors, where appropriate, shall be appointed and their duties regulated in accordance with the Act. The Auditors shall have the right at their discretion to attend any meeting of the Board.

## NOTICES

- 81) Any notice to be given pursuant to the Articles shall be in writing.
- 82) The Chamber may give any notice to a Member, an Honorary Member, or any member of the Council, the Directors or the Auditors either:-
- a) by delivering it by hand to the last known address;
  - b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
  - c) by fax to a fax number notified to the Chamber;
  - d) in Electronic Form to an address notified to the Chamber;
  - e) by posting such notice on the Chamber's website the address of which shall be notified to the Member, Honorary Member, Director or Auditor in writing.
- 83) If a notice is sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.
- 84) If a notice is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member, Honorary Member or auditors.

- 85) If a notice is sent by fax, it is treated as being delivered at the time it was sent.
- 86) If a notice is sent in Electronic Form, it is treated as being delivered at the time it was sent
- 87) If a notice is posted on the Chamber's website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 88) A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

#### INDEMNITIES

- 89) Subject to Article 90) 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) shall be indemnified out of the Chambers assets against all costs, charges, losses, expenses and liabilities incurred by him/her in the actual or purported execution of his/her duties, or in relation thereto including any liability incurred by him/her in defending any civil or criminal proceedings, in which judgement is given in his/her 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 in connection with any application in which the court grants him/her relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.
- 90) Article 89) does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- The Chamber may provide any Director or other officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 89) and otherwise may take any action to enable any such relevant Director or officer to avoid incurring such expenditure.
- 91) The Chamber may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chamber or in relation to its affairs and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of the Act.

#### WINDING-UP

- 92) The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up.