

THE COMPANIES ACTS 1985-1987

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
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NEW  
ARTICLES OF ASSOCIATION

-OF-

THE SHEFFIELD AND DISTRICT  
CHAMBER OF TRADE

Adopted by Special Resolution dated 27th April 1993

INTERPRETATION

1. In these articles:-

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989

'the Seal' means the Common seal of the Chamber

'Secretary' means any person appointed to perform the duties of the Secretary of the Chamber

'the United Kingdom' means Great Britain and Northern Ireland

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

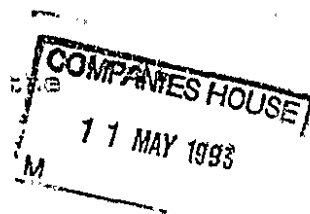
Unless the context otherwise requires words or expressions contained in the Articles shall bear the same meaning as in the Act or any Statutory modification thereof.

MEMBERS AND SUBSCRIPTIONS

2. For the purpose of registration the number of Members was declared to be unlimited

Membership shall be open to individuals, companies, firms, organisations and members of professions who have an interest in the trade, industry, services and commerce of Sheffield and the surrounding district and to individuals who are directors of such companies, partners of such firms, or officers of such organisations.

A Membership of Chamber shall consist of the following categories



3. Corporate and individual Members of the Chamber shall be entitled to nominate a maximum of three of its Directors, partners or officers (as the case may be) as its nominees to exercise its rights as a Member of the Chamber. Any nomination may be revoked and the nominee substituted at any time by notice in writing to the Chamber.

A single entrance fee and annual subscription shall apply to all persons belonging to the same company, firm or organisation.

(b) Individual for individual Members other than nominees of Corporate Members

8. (a) All applications for membership shall be made in writing and shall be in such form as the Board may in its absolute discretion from time to time prescribe.

Every application for membership shall be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription to the following 31st December.

(b) (i) Rates of entrance fee and/or annual subscriptions which would not result in an increase of more than fifteen per cent on the then current rates shall be such as shall be determined by the Board.

(ii) Rates of entrance fee and/or annual subscriptions which would result in an increase of more than thirty per cent on the then current rates shall be such as shall be proposed by the Board and confirmed by the Members in General Meeting.

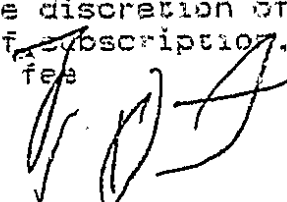
(iii) At the discretion of the Board, subscription rates may be determined on a pro rata basis for Members joining the Chamber during a calendar year.

(iv) Different rates of entrance fee and/or annual subscription may be proposed for different categories of Corporate and/or Individual Membership.

(c) Subscriptions shall be due in advance on 1st January in each year.

(d) Any Member who shall fail within twenty eight days after it has become due shall be considered in arrears and if that amount due is not paid within fifty six days after becoming in arrears the Board may determine the membership of such Member. The Board may authorise the payment of subscriptions by installments as it sees fit.

(e) An ex-Member may at the discretion of the Board and upon payment of any arrears of subscription, be re-mitted to membership without membership fee.



A Member may at any time resign his membership of the Chamber by giving notice in writing not later than 31st November in any year. If no such notice is received the Member shall be liable for the subscription for the ensuing year.

(g) Unless the Board shall by Resolution specially suspend the operation of this Article, a Member shall ipso facto cease to be a Member of the Chamber:-

(i) if he is adjudicated bankrupt or suspends payment or compounds with his creditors

(ii) if being a company any Order shall be made or effective Resolution passed for winding up other wise than for the purpose of reconstruction

(iii) if he is convicted of an indictable offence

(iv) if he is found lunatic or becomes of unsound mind

(h) The Board may determine the Membership of any Member provided that:-

(i) at least fourteen days notice of the proposed Resolution to terminate the membership has been given

(ii) that not fewer than three quarters in number of the Directors present and entitled to vote, vote in favour of the Resolution

and

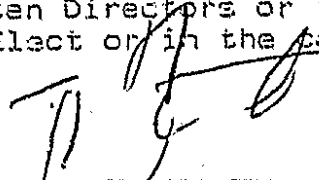
(iii) that the Member whose membership is in question is given at least fourteen days notice of the proposed Resolution and a reasonable opportunity to attend the Meeting and be heard in his defence

#### GENERAL MEETING

3. (a) The Chamber shall not later than 30th April in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it: not more than fifteen months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint

(b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

(c) The Directors may whenever they think fit convene an Extraordinary General Meeting. On a requisition in writing from not less than ten Directors or forty members the President or President-Elect or in the case of their



absence or refusal the Secretary shall convene an Extraordinary General Meeting or in default such Meeting may be convened as provided by section 138 of the Act

(d) An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty one days notice in writing at the least and a Meeting other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called on fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it was served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the Meeting. The notice shall specify in case of special business the general nature of that business and in the case of a Meeting called on requisition in accordance with Article 3 (c) the text of any Resolution to be proposed

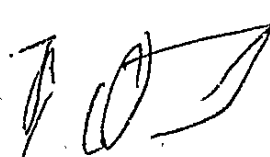
(e) The accidental omission to give notice of a Meeting to or the non receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting

(f) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts Balance Sheets and the Reports of the President Directors and Auditors the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

(g) 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 herein otherwise provided ten Members present in person shall be a quorum

(h) If within an hour from the time appointed for the Meeting a quorum is not present the Meeting if convened under section 138 of the Act or under Article 3 (c) shall be dissolved in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum

(i) The President or in his absence the President-Elect shall preside as Chairman at every General Meeting of the Chamber or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the Meeting



... The Chamber may with the consent of any Member or of 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 the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

(k) At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(i) by the Chairman

or

by at least five Members present personally  
or by their nominees

or

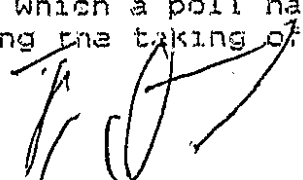
(ii) by any Member or Members present or by nominee  
and representing not less than one tenth of  
the total voting rights of all the Members  
having the right to vote at the Meeting

Unless a poll be so demanded a Declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

(l) Except as provided in Article 3 (n) if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.

(m) In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(n) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.



ARTICLE 10 MEMBERS

4. (a) Every Member of the Chamber shall have one vote for each annual subscription

(b) No Member shall be entitled to vote at any General Meeting unless all monies presently payable to the Chamber have been paid

(c) Any Corporate member of the Chamber may authorize in writing such of its nominees as it thinks fit to act as its representative at any Meeting of the Chamber and the person so authorized shall be entitled to exercise the same powers on behalf of the corporate Member which he represents as that Member could exercise if it were an Individual Member of the Chamber

#### SCRUTINEERS

5. Two Members of the Chamber nominated by the President or his duly constituted substitute shall be scrutineers who shall declare the result of the election of Directors or poll by notice in writing to be affixed in the Board Room and exhibited there for fourteen days and such declaration shall be final

#### DIRECTORS

6. (a) The Board of Directors ("the Board") shall comprise Sixteen Directors

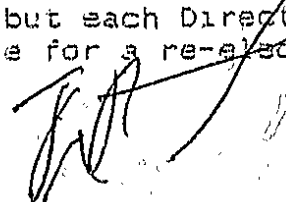
(i) A Director shall be either an Individual Member or a director or officer of a company partner in a firm or officer in an organisation which is a corporate member of the Chamber. If any Director or in the case of corporate membership the company firm or organisation by whom he is nominated shall at any time cease to be a Member of the Chamber he shall automatically cease to be a Director

(ii) Any Chief Executive appointed as hereinafter mentioned shall on his appointment become a Director

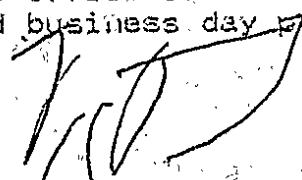
(b) Elected Directors

(i) Fifteen Directors shall be elected out of the whole body of Members. An Individual Member of the Chamber and in the case of a corporate Member nominee of such corporate Member shall be eligible to become an Elected Director of the Chamber

(ii) Five Elected Directors shall retire at each Annual General Meeting but each Director so retiring shall be eligible for a re-election provided that



he has attended at least eight meetings during each year since his last election or failing such attendance if he has satisfied the Board that his failure to attend has been unavoidable provided always that he is not otherwise disqualified

- (iii) The five Directors to retire in every year shall be those whose period of office expires in that year. The period of office shall be three years except in the case of Directors elected to fill casual vacancies whose period of office shall be as provided in Article 6 (b) (xii)
  - (iv) The names of retiring Directors shall be notified to the Members not less than two months before the Annual Meeting
  - (v) Candidates for election must be proposed and seconded on the official nomination paper of the Chamber at the registered office of the Chamber not less than fourteen days before the Annual Meeting. The names addresses occupations and qualifications of the candidates together with names of their proposers and seconders shall be available for inspection by Members at the Chamber during ordinary business hours on demand.
  - (vi) All Member shall have equally the power to propose or second eligible candidates for election to the Board of Directors
  - (vii) Whenever the number of candidates duly proposed and seconded and not otherwise ineligible equals the number of vacancies the election shall be deemed to have taken place when the scrutineers have declared the result as provided by Article 5
  - (viii) If there be fewer candidates nominated than there are vacancies those nominated shall be declared to have been duly elected and the remaining vacancies shall be filled by the Board at the first Meeting after the Annual General Meeting from among the Members of the Chamber without previous nominations
  - (ix) If there be more candidates duly proposed and seconded and not otherwise ineligible than there are vacancies to be filled then at least seven days before the General Meeting of the Members at which the election of Directors is to take place a voting paper prepared in accordance with a form approved by the Board shall be sent to every Member in the manner laid down in Article 15 for the dispatch of notices to enable the Member to record his vote
  - (x) Each voting paper to be included in the count shall be duly signed by or on behalf of the Member and returned to the Office of the Chamber not later than the second business day previous to the Meeting
- 

(xi) The Board shall have the power to declare vacant the seat of any Elected Director who not attended at least six Meetings during the proceeding twelve months and provided that such Director has not satisfied the Board that his failure to attend has been unavoidable

(xii) Any casual vacancy among the Elected Directors occurring in the Board whether from death or resignation or non-attendance may be filled by co-option by the Board from among the Members of the Chamber but the person so chosen shall retire at the time when the Directors whose place he has filled would have retired

(xiii) The board may continue to act notwithstanding any vacancy in their body

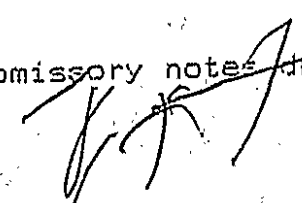
8 (a) The Directors may be reimbursed all travelling hotel and other expenses properly incurred by them in connection with the business of the Chamber

(b) The Directors may exercise all the powers of the Chamber to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Chamber or of any third party

(c) The business of the Chamber shall be managed by the Directors who may exercise all such powers of the Chamber as are not by the Act or these Articles required to be exercised by the Chamber in General Meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Chamber in General Meeting but no regulation made by the Chamber in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made

(d) The Directors may from time to time and at any time by Power of Attorney appoint any company firm or person or body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Chamber for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him

(e) All cheques promissory notes drafts bills of





exchange and other negotiable instruments and all receipts for monies received by the Chamber shall go forth as accepted endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by Resolution determine

(f) The Directors shall cause minutes to be made in books provided for the purpose:-

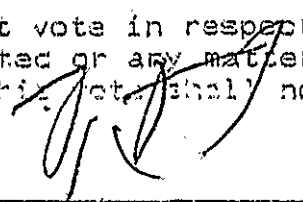
- (i) of all appointments of Officers made by the Directors
- (ii) of the names of the Directors present at each meeting of the Directors or of any Committee of the Directors
- (iii) of all Resolutions and proceedings at all Meetings of the Chamber and of the Directors and of Committees of Directors

and every Director present at any Meeting of Directors Committee shall sign his name in a book to be kept for that purpose

(g) The Office of Director shall be vacated if the Director:-

- (i) without the consent of the Chamber in General Meeting holds any office of profit under the Chamber other than that of Chief Executive
- or
- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally
- or
- (iii) becomes prohibited from being a Director by reason of any Order made under section 295 of the Act
- or
- (iv) becomes of unsound mind
- or
- (v) resigns his office by notice in writing to the Chamber
- or
- (vi) is directly or indirectly interested in any contract with the Chamber and fails to declare the nature of his interest in manner required by section 317 of the Act

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted



10) No person shall be disqualified from being a Director or being re-elected by virtue of his office or being a Director.

## OFFICERS

7. (a) A President, President-Elect and Honorary Treasurer shall be elected annually by the Board out of their own number at their first Meeting after the Annual General Meeting. The election shall be by ballot if more than one candidate is proposed and seconded for any office.

(b) Neither the President the President-Elect nor the Honorary Treasurer shall continue in the same office for a longer period than three years consecutively. On the completion of that period the Officer shall be ineligible for the same office for the next following year.

## PROCEEDINGS OF DIRECTORS

8.(a)(i) The Directors may meet together for the transaction of business adjourn and otherwise regulate their Meetings as they think fit.

(ii) Questions arising at any Meeting shall be decided by a majority of votes.

(iii) In the case of an equality of votes the Chairman shall have a second or casting vote.

(iv) The President or in his absence the Vice-President may summon a Meeting of the Directors at any time.

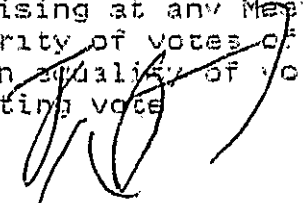
(v) Any five Directors may by notice in writing require the Secretary to summon a Meeting of the Directors giving not less than seven days notice.

(b) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be five.

(c) The President or in his absence the President-Elect shall be the Chairman of Meetings of Directors but if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

(d) The Board may delegate any of their powers to Committees consisting of such members or members of their body as they think fit any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

(e) A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second or casting vote.



(f) All acts done by any Meeting of the Directors or of a Committee of Directors or of any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

#### COMMITTEES AND TRADE SECTIONS

9. The Board may:-

(a) Call Meetings

or

(b) may appoint Advisory Committees and Trade Sections consisting wholly or partly of Members of the Chamber as they think fit for the purpose of deliberating upon and watching over the particular interests of any trade industry, service or activity and/or considering and reporting to the Board on any subject referred to them for consideration and may delegate any of its powers to any such Meetings or Committees. Any such Meeting or Committee so called or appointed shall conform to any regulations that may be prescribed by the Board. The Chairman of every Meeting or Committee so appointed by the Board shall be a Member of the Chamber or a Director or Officer in an Organisation which is a Member of the Chamber, or the Chief Executive

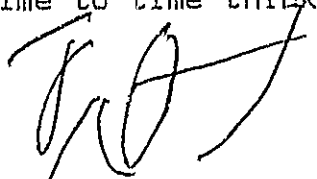
#### CHIEF EXECUTIVE

10. (a) The Board may appoint a full time employee of the Chamber to the office of Chief Executive

(b) The chief Executive of the Chamber shall be a salaried officer of the Chamber. He shall hold office for such period as the Board shall determine and on such terms including remuneration as the Board shall from time to time think fit

(c) The Chief Executive shall be responsible to the Chamber for the day to day administration of the Chamber and the Board may entrust to and confer upon the Chief Executive any of the powers exercisable by it and 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 of such powers

(d) The Board may designate the Chief Executive with such title as it from time to time thinks fit

A large, stylized handwritten signature, possibly reading 'T. O. J.', is written in dark ink over the bottom right portion of the text.

## SECRETARY

11.(a) The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them

(b) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done or to the same person acting both as Director and as or in place of the Secretary

## THE SEAL

12. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose

## ACCOUNTS

13. (a) The Directors shall cause proper books of account to be kept with respect to:-

(i) all sums of money received and expended by the Chamber and the matters in respect of which the receipt and expenditure takes place

(ii) all sales and purchases of goods by the Chamber

and

(iii) the assets and liabilities of the Chamber

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Chamber's affairs and to explain its transactions

(b) The books of account shall be kept at the Registered office of the Chamber or subject to section 222 of the Act at such other place or places as the Directors think fit and shall always be open to inspection of the Directors

(c) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Directors or by the Chamber in General Meeting

(d) The Directors shall from time to time in accordance with sections 233, 241, 272 and section 274 of the Companies Act 1985 cause to be prepared and to be laid before the Chamber in General Meeting such Profit and Loss Accounts Balance Sheets Group Accounts (if any) and Reports as are referred to in those sections

(e) A copy of every Balance Sheet (including every document required by Law to be annexed thereto) which is to be laid before the Chamber in General Meeting together with a copy of the Auditor's Report shall not later than three days before the date of the Meeting be sent to every member of the Chamber. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Chamber is not aware

## AUDIT

14. Auditors shall be appointed and their duties regulated in accordance with Chapter V of the Companies Act 1985

## NOTICES

15. (a) A Notice may be given by the Chamber to any Member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post service of the Notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the Notice and to have been effected in the case of a Notice of a Meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post

(b) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(i) every Member

(ii) every person being a legal representative or a Trustee in bankruptcy of a Member where the member but for his death or bankruptcy would be entitled to receive Notice of the Meeting.

and

(iii) the Auditors for the time being of the Chamber

No other person shall be entitled to receive Notices of General Meetings

## INDEMNITY

Every Director, Executive Agent, Auditor and Officer for the

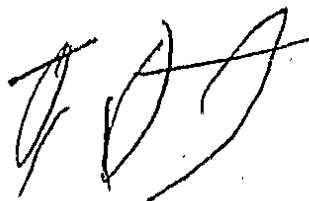


time being of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings whether civil or criminal in which Judgement is given in his favour or in which acquitted or in connection with any of the circumstances referred to in section 727 of the Act where relief would be granted to him by the Court

#### WINDING UP

The Chamber shall be wound up voluntarily whenever a Special Resolution is passed requiring the Chamber to be wound up. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in the Articles

Dated this 27<sup>th</sup> day of April 1991

A large, stylized handwritten signature, possibly reading 'J. D. J.', is written in dark ink.



## NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



Form No. FS 31059  
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

CHPM 4 (07/02)

Companies House is an Executive Agency of the Department of Trade and Industry