

## COMPANY LIMITED BY GUARANTEE

## MEMORANDUM OF ASSOCIATION

of

**SUSSEX CHAMBER OF COMMERCE AND ENTERPRISE**  
(amended by Special Resolution passed 24<sup>th</sup> March 2003)

1. In this Memorandum of Association:
  - 1.1 "Membership Subscription Fund" shall mean a fund established by the Company for the purposes of holding subscriptions paid by or on behalf of Members from time to time and shall be deemed to include interest earned and investments derived from the proceeds thereof; and
  - 1.2 references to "person" shall be deemed to include in addition any corporate or unincorporated body partnership public body local or governmental authority professional body or other organisation; and
  - 1.3 references to the singular shall be deemed to include the plural and references to the masculine gender the feminine and neuter genders and vice versa.
2. The name of the company is "Sussex Chamber of Commerce and Enterprise".
3. The registered office of the Company will be situated in England.
4. The objects for which the Company is established are:-
  - 4.1 to promote the prosperity of Sussex and surrounding areas through encouraging and supporting the growth and development of commerce, industry, trade and enterprise in and around Sussex, and in furtherance of this object and for this purpose (but without prejudice to the generality of the foregoing);
  - 4.2 to promote the development of existing businesses and the establishment of new and incoming businesses;
  - 4.3 to develop, secure, deliver and provide advisory consultative and other support services and training courses for businesses;
  - 4.4 to promote contacts, exchange, and trading between businesses in and around Sussex, and between them and other businesses and other organisations with related interests anywhere in the world;
  - 4.5 to promote and support the development of the local economies and of local industries and commercial activities in and around Sussex;
  - 4.6 to promote and support initiatives and measures which will enhance or protect the development of part or all of the local economy and the conditions and climate for business development in and around Sussex;
  - 4.7 to research and analyse local economies and business activities and the quality and appropriateness of support services and business infrastructure, and to publish or otherwise provide the results to interested persons;
  - 4.8 to consider questions affecting the conditions for commerce and enterprise in and around Sussex, and to collect, communicate, and publish statistics, information, and proposals related thereto;
  - 4.9 to promote support or oppose local, regional, national, European or international legislation, treaties, regulations, or policies affecting commerce and enterprise in and around Sussex;
  - 4.10 to seek to attain all or any of the foregoing objects jointly with other persons where appropriate.

And it is hereby declared that the objects of the Company as specified above shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph of this Regulation 4 or the order in which the same occur or to the name of the Company.

5. In furtherance of the said objects but not further or otherwise the Company shall have the following powers:
- 5.1 to acquire the undertaking assets and liabilities of any company, society or association as may be compatible with the objects of the Company;
  - 5.2 to purchase, lease, hire or otherwise acquire and also (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein);
  - 5.3 to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities;
  - 5.4 to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit;
  - 5.5 to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise than in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same;
  - 5.6 either with or without security, to give financial assistance by way of loans donations or subscriptions or otherwise to any individual firm or company;
  - 5.7 to compile, print, publish, or otherwise disseminate or procure the compilation, printing, publication, or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show films and video tapes or to procure the broadcasting, television or the making, issuing and showing of films and video tapes;
  - 5.8 to establish, undertake and execute any trusts which may be lawfully undertaken by the Company;
  - 5.9 to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated);
  - 5.10 to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, subscriptions, devises and bequests in any other manner from time to time permitted by law;
  - 5.11 generally to obtain , collect and receive money and raise funds and to invite and receive contributions from any persons by way of subscription, donation (including deeds of covenant) and otherwise;
  - 5.12 to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other person and to liaise, communicate, co-operate or co-ordinate with any person in all or in any parts of the world;
  - 5.13 to subscribe, underwrite, purchase or otherwise acquire to hold, dispose of, and deal with any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof or interest therein;
  - 5.14 to transfer any property whether real or personal to any person whether for some specific object or purpose or for a general object or purpose;
  - 5.15 generally to aid and to receive aid from any person;
  - 5.16 to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company) for any borrowing by or the performance of the contracts or obligations of any person;
  - 5.17 to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisers of the Company and any other person;

- 5.18 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 5.19 to draw, make, accept, endorse, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 5.20 to invest moneys of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit;
- 5.21 to undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry;
- 5.22 to subscribe to and promote the objects of any society or association having similar objects to all or any of the objects of the Company and which by its constitution prohibits the distribution of its income or property amongst its members to an extent as least as great as is imposed on the Company by Regulation 10 hereof and to encourage and support any society, association or movement not formed for or involving profit of any kind for the improvement of commercial law;
- 5.23 to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- 5.24 to undertake and carry out alone or jointly with others the office or offices and duties of trustee, custodian trustee, attorney or nominee of or for any person, association, scheme, trust fund or any member and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects and as such trustee aforesaid to receive payments and commissions for acting as trustee or custodian trustee and in the execution and management of any pension scheme;
- 5.25 without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by the Government of the United Kingdom;
- 5.26 to provide indemnity insurance to cover the liability of the directors and officers of the Company which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the directors and officers of the Company knew to be a breach of trust or breach of duty which was committed by them in reckless disregard as to whether it was a breach of trust or breach of duty or not and PROVIDED ALSO that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against them in their capacity of directors and officers of the Company;
- 5.27 to do all such other things as may be considered to be incidental or conducive to any of the above objects provided that;
- 5.27.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- 5.27.2 the Company's objects shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers; and
- 5.27.3 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the directors or trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such directors or trustees would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or Charity Commission over such directors or trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
6. The income and profits of the Company however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company;

- 6.1 of reasonable and proper remuneration to any Director, member, officer or servant of the Company for any services rendered to the Company (save that non executive Directors shall not be entitled to any remuneration for acting as such);
- 6.2 in reimbursement of any expenses reasonably and properly incurred by any Director (including a non-executive Director), member, officer or servant of the Company;
- 6.3 of a reasonable and commercial rate of interest on money lent to the Company; and
- 6.4 of reasonable and proper rent for premises demised or let by any member of the Company.
7. The Company shall not become affiliated to or subscribe any of its funds to any political party.
8. The liability of members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event that the same 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 Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other association, body or bodies (whether corporate or not) or a trust having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Regulation 6 hereof, such association, body or bodies (whether corporate or not) or trust to be determined by the Members and approved by The British Chambers of Commerce at or before the time of winding up or dissolution of the Company. In default of any such determination or approval being forthcoming as aforesaid or in the case of any question arising as to the proper destination of any such assets the same shall be referred to the decision of the Courts in England and Wales.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

GEORGE ALEXANDER SQUAIR  
Grand Avenue  
Hove  
East Sussex BN3 2LS

Company Director

ROGER WILLIAM HAMPSON REED  
Prudential House  
North Street  
Brighton  
East Sussex BN1 1RZ

Company Director

**DATED** this 15 day of June 1990

**WITNESS** to the above signatures:-

DEREK TUART SPARROW  
42/46 Frederick Place  
Brighton  
East Sussex BN1 1AT

Solicitor

## COMPANY LIMITED BY GUARANTEE

## ARTICLES OF ASSOCIATION

of

## SUSSEX CHAMBER OF COMMERCE AND ENTERPRISE

(adopted by special resolution passed 24<sup>th</sup> March 2003)

## PRELIMINARY

1. As the context so admits or requires the regulations in The Companies (Tables A to F) Regulations 1985 (but excluding those in Table C) shall apply to the Company. In the event of conflict the express provisions of these Articles shall prevail.

## INTERPRETATION

2. In these Articles:-

- 2.1 the following words and phrases shall bear the meanings respectively assigned thereto

- |        |                                |  |
|--------|--------------------------------|--|
| 2.1.1  | "the Act"                      | means the Companies Act 1985   |
| 2.1.2  | "the Acts"                     | means the Act and every other Act for the time being in force concerning companies and affecting the Company     |
| 2.1.3  | "the Auditors"                 | means the Auditors for the time being of the Company   |
| 2.1.4  | "the Board"                    | means the Board of Directors of the Company  |
| 2.1.5  | "Chairman and Deputy Chairman" | means the persons from time to time appointed as chairman and deputy chairman by the Board                       |
| 2.1.6  | "Chief Executive"              | means any person from time to time appointed to fulfil the duties of chief executive of the Company              |
| 2.1.7  | "the Company"                  | means the above named Company  |
| 2.1.8  | "the Council"                  | means the Council appointed pursuant to these presents   |
| 2.1.9  | "Councillor"                   | means a member of the Council  |
| 2.1.10 | "Director"                     | means a member of the Board or a director as referred to in the Act  |
| 2.1.11 | "Eligible Person"              | means the chairman or chief executive or senior partner or most senior operational manager in Sussex of a Member |
| 2.1.12 | "Member"                       | means a member duly appointed pursuant to these presents   |
| 2.1.13 | "the Office"                   | means the registered office of the Company   |
| 2.1.14 | "Patron"                       | means the person from time to time appointed to the office of patron pursuant to these presents                  |

- |        |                  |   |
|--------|------------------|---|
| 2.1.15 | "these presents" | means these Articles of Association and the Memorandum and bye-laws of the Company from time to time in force |
| 2.1.16 | "the Seal"       | means the Common Seal of the Company  |
| 2.1.17 | "the Secretary"  | means any person appointed to perform the duties of the secretary of the Company                              |
- 2.2 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 a visible form.
- 2.3 Words interpreting the singular number only shall include the plural number and vice versa.
- 2.4 Words importing the masculine gender shall include the feminine gender.
- 2.5 References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.
- 2.6 Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these presents.
- 2.7 References to an "organisation" shall be deemed to include (as the context so admits or requires) any company, firm, partnership or other non-natural legal entity.

## **OBJECTS**

3. The Company is established for the objects stated in the Memorandum of Association.

## **HONORARY MEMBERS**

4. The Board may from time to time invite distinguished persons to be Honorary Members of the Company on such terms as it thinks fit.

## **MEMBERS**

5. For the purposes of registration the number of Members is declared to be unlimited.
6. Such persons (meeting the criteria for membership referred to below) as the Board shall admit to membership shall be the Members of the Company. The persons eligible for admission as Members are: persons (being persons engaged in or deriving an income from trade, industry or commerce and excluding those who in the opinion of the Board are so engaged in a purely minor or incidental manner), firms, corporations, companies, local authorities and organisations, carrying on business as manufacturers, merchants, bankers, members of professions, charities, voluntary organisations, public sector organisations, schools, colleges and universities or other organisations engaged in trade, agriculture, commerce or industry in Sussex and the surrounding districts.
7. It shall be lawful for any person being a Member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.
8. The Company shall keep an accurate Register of Members of the Company.

## **ADMISSION OF MEMBERS**

9. Unless waived by the Board in any particular case and for such period as the Board shall determine application for Membership shall be made in writing in such form as may be required from time to time by the Board and shall constitute acceptance of an undertaking to be bound, if accepted, by the Memorandum and Articles of Association. Applications shall be reported to the Board or a committee of the Board which shall be empowered to accept, defer, decline or ratify applications on a majority vote. Acceptance of an application together with payment of the subscription shall constitute membership. The Board need not give a reason for declining to accept a candidate for membership but nothing herein contained shall entitle the Board to discriminate in any way between applicants by reason of race, colour, creed or sex.

## **SUBSCRIPTIONS**

10. The annual subscription payable by Members shall be such sums as may, from time to time, be determined by the Board and shall become due and payable in each year on the first day of the month in which the application was made or on such other date or dates as may be determined by the Board. For the purpose of fixing the annual subscription the Board may from time to time divide members into categories and fix different rates of subscription for different categories.

## **RIGHTS OF MEMBERSHIP**

11. Members who have paid in full their current subscriptions shall be entitled to vote at a General Meeting of the Company. Subject to any bye-laws for the time being in force only the nominated representative of an organisation shall be entitled to exercise the rights of membership on behalf of an organisation. The Chairman of any General Meeting of the Company shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said rights.

## **NON-PAYMENT OF SUBSCRIPTIONS**

12. No Member whose subscription is in arrears shall be entitled to exercise the rights of Membership and unless the Board otherwise determines, any Member whose subscription shall be more than three months in arrears shall ipso facto cease to be a Member and its name shall be struck off the Register of Members.

## **RETIREMENT AND EXPULSION OF MEMBERS**

- 13.1 Any Member wishing to retire from the Company must give notice to that effect to the Secretary one month at least before the date upon which his subscription for the following year shall next be due;
- 13.2 The Board may by majority resolution expel any Member at any time provided that (a) not less than 21 days notice of the proposed resolution and of the matters giving rise to the same 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. Any Member so expelled shall lose all privileges of Membership without prejudice to any claims that the Company may have; and
- 13.3 The decision of the Board shall be final.

## **GENERAL MEETINGS**

14. The Company shall in each year hold an Annual General Meeting. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
15. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
16. The Board may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on requisition in accordance with the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

## **NOTICE OF GENERAL MEETINGS**

- 17.1 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 all other meetings of the Company shall be called by fourteen days' notice in writing at the least. Notice shall be exclusive of the day on which it is 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 meeting and, in case of special business, the general nature of that business. All notices shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company;

Notwithstanding the foregoing a General Meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if it is so agreed:-



- 17.1.1 in the case of a meeting as the Annual General Meeting, by all the Members entitled to attend and vote thereat;
- 17.1.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights of all the Members present at such meeting and entitled to attend and vote thereat.
- 17.2 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 any resolution passed or the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

18. All business transacted at General Meetings shall be deemed special with the exception in the case of an Annual General Meeting of the consideration of the Accounts, Balance Sheets and the Reports of the Board and the Auditors, election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
19. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members shall be a quorum. The Chairman shall preside as Chairman at every General Meeting of the Company, or if he should not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Deputy Chairman of the Board shall preside as Chairman or in his absence the Directors present shall elect one of their number to be chairman of the meeting.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to 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 Board may determine. 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.
21. The Chairman, may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than 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.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:-
- 22.1 by the Chairman; or
- 22.2 by at least five Members present in person or by proxy.
23. 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 the effect in the book containing the minutes of proceedings of the Company 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.
24. If a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. 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.
26. A poll demanded on the election of a chairman of the meeting 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.
27. Subject to the provision of the Acts, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meeting shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

28. Any matter or thing which may under these presents be dealt with by ordinary resolution and is not required by law to be dealt with in General Meeting may, if the Board so resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an ordinary resolution passed at a meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

29. Save as herein expressly provided no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting. Every Member shall have one vote.
30. Votes may be given on a poll either personally or by proxy. On a show of hands any Member present personally or by proxy shall have a vote. An organisation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy for an organisation must be a Member or the duly authorised representative of a Member.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised in that behalf.
32. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company or at such other address as is specified in the notice calling the meeting not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the Office or at such other address as is specified in the notice calling the Meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.

- 34.1 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

"I/We  
of  
a member of SUSSEX CHAMBER OF COMMERCE AND ENTERPRISE  
hereby appoint the Chairman of the Company and failing him,  
of  
to vote for me/us and on my/our behalf at the (Annual or Extraordinary, or Adjourned, as  
the case may be) General Meeting of the Company to be held on the [                      ]  
day of [                      ] 20 [                      ] and at every adjournment thereof

As witness my/our hand this [                      ] day of [                      ] 20 [                      ]".

- 34.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COMPOSITION OF THE BOARD

- 35.1 Unless or until otherwise determined by special resolution of the Company the Board shall comprise not less than eight and not more than fifteen Directors of which:-
- 35.1.1 not more than nine shall be Eligible Persons drawn from the private sector elected as herein provided;
- 35.1.2 not more than five (excluding for this purpose any Directors appointed to fill casual vacancies in accordance with Article 38) shall be co-opted. Of those five, three shall be Eligible Persons drawn from public, statutory or voluntary sectors,

and the remaining two may be co-opted by the Board on the advice of the Chief Executive from the management of the Company;

- 35.1.3 one Director shall be the Chief Executive of the Company;
- 35.1.4 the Directors may, by exception, permit a Member who is not an Eligible Person to be nominated for election as a Director or to be appointed as a co-opted Director by resolution of the Board.
- 35.2 Provided that if on any occasion that elections to the Board are held it shall be apparent on close of the nominations that there are insufficient candidates to fill any or all of the aforesaid categories then the Board shall co-opt such Eligible Persons as it shall think fit to fill such vacant posts but any such co-opted Directors shall serve as such only until the close of the Annual General Meeting next following the date of their appointment.
36. The Chief Executive shall be appointed to the Board and shall be entitled to such salary and benefits as the Board shall determine.
37. Articles 45.1, 45.2 and 46 below cover the appointment and length of term of the Chairman.
38. Subject to compliance with Article 35 hereof vacancies occurring among Directors shall be filled by the Board. Directors so appointed shall serve as such until the close of the Annual General Meeting next following. The Board shall have power to act notwithstanding that any vacancy shall not have been filled.
39. The term of office of a Director shall not exceed three years from the close of the Annual General Meeting at which his election is declared.
40. Retiring Directors ("Retiring Directors") shall unless otherwise determined by the Company by special resolution be eligible for re-election or re-appointment upon expiry of their term of office but for two further terms of three years only. Thereafter unless otherwise determined by the Company by special resolution at least one year shall elapse before a Retiring Director may stand for re-election.
41. At least eight weeks prior to the Annual General Meeting there shall be sent to every Member of the Company a list of the Directors indicating those whose terms of office is due to expire that year and who are eligible and willing to be re-elected and those who have vacated office during that year ("Vacating Directors"). Candidates for election (other than Retiring Directors) must be nominated on the official nomination paper kept at the Office. Nominations must be made on or before a date notified to Members not being less than twenty one days from the circulation of the list of Retiring Directors and Vacating Directors.
42. Only Eligible Persons may be nominated for election as Directors and no such person (except only Retiring Directors who are eligible and willing to be re-elected) shall be submitted for election as a Director, unless he shall have agreed in writing to offer himself for election and shall have been nominated by five Members. There shall be entered on a nomination paper in addition to the name of the candidate, his position in the incorporated body or firm nominating him. A full list of Members shall be kept and may be inspected by any Member at the Office.
43. If the number of candidates nominated for election and consenting to serve as Directors (if elected) shall not exceed the number of vacancies to be filled, such candidates shall be deemed elected and the result of such election declared at the Annual General Meeting but if the number shall exceed the number to be elected, the Secretary shall twenty one days at least before the day appointed for the Annual General Meeting, issue voting papers to the Members, each of which shall be returned to the Office not less than seven days before the Meeting failing which it shall be declared invalid. Voting papers shall contain the same particulars as are required and specified in the nomination papers. Each Member may vote for as many candidates as there are vacancies to be filled and no more, but no single paper shall contain more than one vote for any candidate. Voting papers shall contain a form of proxy as near as circumstances may permit to the following:-

"I/We  
of  
a Member of SUSSEX CHAMBER OF COMMERCE AND ENTERPRISE  
hereby appoint \*  
(being the Chairman) \*  
my behalf in the elections to the Board the results of which are to be announced at the  
Annual General Meeting of the Company for [ ]

\* delete whichever is appropriate

\* As witness my/our hand this [ ] day of [ ]  
20 [ ]"

44. The Secretary and one Member appointed as scrutineer shall 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 at the Annual General Meeting. In case of equality of votes, the Chairman or in his absence the Deputy Chairman shall have a casting vote. A declaration of the Chairman or in his absence the Deputy Chairman or the chairman of the meeting at the Annual General Meeting of those persons elected to the Board shall be binding.

#### **OFFICERS OF THE BOARD**

- 45.1 Subject to Article 45.2 the Board shall at its first meeting following the relevant Annual General Meeting elect from amongst its number a Chairman who subject to these Articles shall hold office from the close of the Meeting at which he is elected;
- 45.2 the Chairman must be an Eligible Person;
- 45.3 and annually thereafter the Board shall elect from amongst its number one or more Deputy Chairmen who subject to these Articles shall hold office from the close of the meeting at which he or they is or are elected until the close of the meeting which his or their successor(s) is or are elected under this Article.
46. Subject to Article 47 the usual term of office of the Chairman shall be three years from the close of the Board Meeting at which he is elected. A retiring Chairman may stand for re-election but for one further term only. Thereafter at least three years shall elapse before he may stand for election for a further term as Chairman.
47. The Board may remove the Chairman from office as Chairman but not as a Director as follows:-
- 47.1 at any time during his first two years of office any six Directors may requisition the Secretary, and upon requisition the Secretary shall include in the notice of the next Meeting of the Board a resolution proposing that the term of office for the Chairman shall be determined at the end of the Board Meeting at which the resolution is proposed;
- 47.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chairman to be heard. The Meeting will for the purposes of that resolution be chaired by a Director elected for that purpose by the Board. The resolution will then be put to the vote;
- 47.3 If the said resolution is passed, the Board shall forthwith appoint a replacement who shall hold office for the unexpired residue of the term of his predecessor.
48. At the first Meeting of the Board immediately after the Annual General Meeting in each year the Board shall appoint a Secretary who shall hold office from the close of the Meeting at which he is elected until the close of the Meeting at which his successor is elected under this Article. The Secretary need not be a Director or Member and shall be entitled to such remuneration and benefits as the Board shall determine.
49. **DISQUALIFICATION OF MEMBERS OF THE BOARD**
- 49.1 The office of Director shall be vacated:-
- 49.1.1 if he becomes of unsound mind;
- 49.1.2 if he ceases to an Eligible Person (unless the Board resolves that he shall serve out some or all of the remainder of his term);

- 49.1.3 if by notice in writing to the Company he resigns his office;
- 49.1.4 if he becomes prohibited from holding office by reason of any order made under the Act;
- 49.1.5 if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
- 49.1.6 if his employer or the partnership of which he is partner ceases to be a Member;
- 49.1.7 if being an employee of the Company or any group company of the Company his employment is terminated.
- 49.2 The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the undermentioned circumstances:-
  - 49.2.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - 49.2.2 if he shall have been absent from Board meetings without the permission of the Board for at least six months and the Board resolves that his office shall be vacated;
  - 49.2.3 if his employer shall go into liquidation or shall have a receiver or administrative receiver appointed or an administration order made against it.

### **PROCEEDINGS OF THE BOARD**

- 50.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the Secretary or Chief Executive. The Chairman or any three Directors may at any time require the Secretary to convene a meeting of the Board. Meetings shall be convened by no less than seven days notice unless the Chairman shall otherwise determine in order to deal with matters of urgency, in which case at least three days notice shall be given. Five Directors (or such greater number as the Board may from time to time resolve) shall form a quorum, of which at least 3 shall be elected members pursuant to clause 35.1.1.
- 50.2 A Director may participate in a meeting of the Board or of a Committee of the Directors by telephone or other communication equipment and shall be deemed present in person.
- 51. Subject to Article 47 the Chairman or in his absence the Deputy Chairman or in their absence the Secretary shall chair all meetings of the Board and each Director shall have one vote. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

### **POWERS OF THE BOARD**

- 52. The business of the Company shall be managed by the Board. Without prejudice to any provisions in these Articles the Board may:-
  - 52.1 bring before any General Meeting any matters which it considers material to the objects or interests of the Company as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Company;
  - 52.2 take cognisance of any matter which may be brought before it affecting the Company or any of its Members.
- 53.1 The Board may appoint (and at its discretion disband) Committees consisting wholly or partly of Members and such persons, whether Members or not, as they think fit for the purposes of advising, considering and reporting to the Board on the subject referred to them for consideration. Any Committees so formed shall conform to any bye-laws that may be prescribed by the Board.
- 53.2 The Board may delegate to any such Committee such of the Board's powers as it sees fit.
- 54. The Board shall appoint a Director to be the chairman of any Committee so formed. If at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the persons present may choose one of their number to be the chairman of the meeting.

55. The Board may:-

- 55.1 delegate powers within stated terms of reference to the Chief Executive;
- 55.2 borrow or raise money in such manner as the Board thinks fit and mortgage or charge its undertaking and property or any part thereof and issue debentures and other securities outright or as security for any debt liability or obligation of the Company;
- 55.3 approve the formation of area offices and branches;
- 55.4 authorise the payment by the Company to the Board of all or any out of pocket expenses reasonably incurred by them in the performance of their duties.
- 56. All cheques, drafts, bills of exchange, and receipt for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.
- 57. Save as herein provided the Board may make such bye-laws as may be necessary for regulating the nomination election and retirement of Directors, the orderly and efficient conduct of its own proceedings and of the proceedings of General Meetings of the Company, the appointment of its own Meetings, the proper supervision and use of the funds of the Company, the conduct of arbitrations, and the regulation of the Board, and the Committees and affairs of the Company provided they be not repugnant to or inconsistent with the terms of these presents. The Board may at any time and from time to time revoke or alter any of the said bye-laws provided that this shall not authorise the making revoking or altering of any bye-laws without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution.

#### **DIRECTORS' INTERESTS**

- 58. Subject to the provisions of the Acts and provided that he has first disclosed to the Board the nature and extent of any material interest ("Interest") of his, a Director notwithstanding his office:-
  - 58.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - 58.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Company or in which the Company is otherwise interested; and
  - 58.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Provided always that a Director may not vote on any resolution or matter or be involved in any decision in respect of such matter in which he has an Interest and if he so votes his vote shall not be counted whether on a show of hands or on a poll.

59. For the purposes of Article 58:-

- 59.1 A general notice given to the Board that a Director is to be regarded as having an Interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an Interest in any such transaction of the nature and extent so specified;
- 59.2 An Interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 59.3 A Director shall not be deemed to have an Interest in any matter or transaction the subject matter of Article 58 unless he or any person connected with him shall derive or be likely to derive a financial or other benefit there from. For this purpose "connected person" shall bear the meaning set out in the Act.

## **CHIEF EXECUTIVE**

60. The Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an Assistant or Deputy Chief Executive and any person so appointed may act in place of the Chief Executive, if there be no Chief Executive or none capable of acting. The Chief Executive shall carry out such duties as are delegated to him from time to time by the Board.

## **STAFF AND AGENTS**

61. Such officials and assistants as may be required shall be appointed by the Board on salaries and on terms to be fixed by the Board and to carry out such duties as are delegated by the Board from time to time.
62. The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Company.
63. The Board may give or award pensions, annuities, gratuities, and superannuations or other allowances or benefits to any persons who are or have at any time been employed by the Company and to the wives, children or other relations and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

## **PATRON**

64. The Board may from time to time appoint remove or replace a Patron or Patrons to carry out such duties and extend to such Patron or patrons such privileges as it determines.

## **COUNCIL**

- 65.1 The Board may appoint a Council to carry out the following functions:-
- 65.1.1 to undertake such tasks and give such advice as from time to time may be requested by the Board;
- 65.1.2 to seek to collect, represent and promote the interests, views and opinions of the Members and of the business community generally interpreting to the best of its ability the true interests of the Company and its Members.
- 65.2 The Council shall be composed of the Chairman (or in his absence the Deputy Chairman), the Chief Executive and not less than four nor more than fifty Councillors appointed by the Board. Each Councillor so appointed shall serve on the Council for a period of 2 years from the date of his appointment, and shall thereafter be available for re-appointment.
- 65.3 Directors shall have the right to receive notice or to attend and be heard at meetings of the Council.
- 65.4 No Councillor (except those who are also Directors in accordance with these presents) shall be or be deemed to be or act as a director or shadow director of the Company.
- 65.5 The Council shall hold an annual meeting and such other meetings per annum as it sees fit.
- 65.6 An individual holding office as a Councillor shall cease to do so if:-
- 65.6.1 he becomes of unsound mind;
- 65.6.2 he is removed by the Board by notice in writing;
- 65.6.3 a receiving order is made against him or he makes any arrangement or composition with his creditors;
- 65.6.4 he shall have been absent for at least four consecutive meetings of the Council;
- 65.6.5 he resigns his office by notice to the Company.

## **INDEMNITY**

66. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company 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 he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **THE SEAL**

67. The Seal shall not be affixed to any instrument save by authority of the Board and every instrument to which the Seal shall be affixed shall be signed by any two Directors or any Director and the Secretary as the Board shall decide from time to time and in favour of any Purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **RECORDS**

- 68.1 The Board shall cause proper minutes to be made of all appointments of officers and of co-option of all Directors made by the Board and of the proceedings of all meetings of the Company and of the Board and of Committees of the Board and of all business transacted at such meeting, signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient proof of the facts therein stated.
- 68.2 A resolution in writing signed by all the Directors for the time being or all members of the Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the Director sitting on any such Committee.

## **GENERAL**

69. All acts bona fide done by any meeting of the Board or any Committee of the Board or any person acting as a member of the Board or Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Board or Committee.

## **ACCOUNTS**

- 70.1 The Board shall cause accounting records to be kept in accordance with Sections 221 to 223 of the Act.
- 70.2 The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
71. The Board shall from time to time determine whether, and to what extent, and at what time and places, and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
72. At the Annual General Meeting in each year, the Board shall lay before the Company a proper income and expenditure account for the financial period since the last preceding account made up to a date not more than six months before such meeting together with a proper balance sheet made up as at the same date. Every account and balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and any other documents required by law to be annexed or attached thereto to accompany the same and shall, not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(1) of the Act, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served.
73. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified Auditor.



74. Auditors shall be appointed and their duties regulated in accordance with Sections 236 to 237, 262 and 384 to 392 of the Act, the members of the Board being treated as the Directors mentioned in those Sections.

#### **NOTICES**

75. Notices may be served upon Members either personally or by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members.
76. 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 at the expiration of twenty four hours after the letter containing the same is posted.

#### **COMPANY ADDRESS**

77. No member shall use the title or address of the Company in communications or other documents intended for business use, publication in the press or otherwise provided that a reference only to the fact that he is a Member shall not be an infringement hereof.

#### **ARBITRATION**

- 78.1 The Chairman and, in his absence, the Deputy Chairman may on the request of any Member or Members appoint any person to undertake the arbitration of disputes relating to commercial transactions.
- 78.2 The Company shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry but this shall not prevent the Board from expressing an opinion in relation to any matter of wages income or economic policy as a whole.

#### **WINDING UP**

79. The provisions of Regulation 10 of the Memorandum of Association relating to winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.