

**Company No: 02938084**

**The Companies Act 1985**

**COMPANY LIMITED BY GUARANTEE**

**Special Resolutions**

**of**

**NORTH EAST CHAMBER OF COMMERCE,  
TRADE AND INDUSTRY**

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**Passed 11 June 2002**

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**AT** the annual general meeting of the Company, duly convened and held on 11 June 2002, the following resolutions were duly passed as special resolutions:

**RESOLUTIONS**

1. That the Memorandum of Association be amended by the deletion of Clause 4 and by the substitution thereof of a new Clause 4 as follows:  
  
"4. The income and property of the Company, whencesoever 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 thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the persons who at any time are, or have been, members of the Company, or to any of them, or to any person claiming through any of them Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or employees of the Company, or to any Member of the Company or other person in return for any services actually rendered to the Company."
2. That the Articles of Association be amended as follows:
  - 2.1 There shall be inserted in Article 1.1 new definitions of Finance Director and Sub Regional Committee as follows:



"Finance Director"

the person employed in that capacity by the Chamber from time to time

"Sub Regional Committee"

means any of the sub-regional committees constituted pursuant to Article 13

- 2.2 In Article 5.2 in the first line the number "30" shall be deleted and substituted by "32" and a new sub paragraph 5.2.6 shall be inserted as follows (existing paragraph 5.2.6 being renumbered 5.2.7):

"5.2.6 the Chief Executive and the Finance Director; and"

- 2.3 Article 5.2.5 shall be amended by the deletion of the words "the Newcastle, Teesside, Sunderland, Durham and Tynedale Local Committees and of such other local" and the substitution therefor of the words "such Sub Regional and/or Local".

- 2.4 In Article 5.2.7 (formerly 5.2.6) the word "lesser" in the final line shall be deleted and substituted by the word "greater."

- 2.5 A new paragraph 5.3 shall be inserted in Article 5 as follows (the remaining paragraphs 5.3 to 5.13 being renumbered accordingly):

"5.3 the Chief Executive and Finance Director appointed in that capacity at the date of the passing of the resolution adopting this Article 5.3 shall each thereby be deemed appointed a member of Council and each successor Chief Executive and Finance Director shall on their appointment by the Council in such capacity be deemed to be appointed a member of Council".

- 2.6 In Article 5.4 (formerly 5.3) after the words "(other than a Co-opted Council Member on first appointment)" there shall be inserted the words "the Chief Executive and the Finance Director".

- 2.7 In Article 5.5. (formerly 5.4) the words in brackets where they first appear after the words "Council Members" shall be deleted and substituted by "(other than the Co-opted Council Members, the Chairmen of the Committees specified in Article 5.2.5, the Chief Executive and the Finance Director)".

- 2.8 In Article 5.9 (formerly 5.8) the word "Local" shall be deleted.

- 2.9 In Article 5.12 (formerly 5.11) after the word "services" in the first sentence there shall be inserted the words "(without prejudice to the right of the Chief Executive and the Finance Director to receive remuneration as employees of the Chamber)".

- 2.10 In Article 5.14.1 (formerly 5.13.1) the words "Specialist and Local" shall be deleted.

- 2.11 In Article 7.1 the words "and the Finance Director" shall be inserted after the words "the Chief Executive".

- 2.12 Article 7 shall be amended by the adoption and insertion of the following new paragraph 7.5:

"7.5 The Executive Board may delegate to and authorise the Chief Executive, the Finance Director and such of the persons as are referred to in Article 9 as they consider appropriate from time to time to exercise the power to consider and approve (or otherwise) applications for Membership pursuant to Article 3."

- 2.13 A new Article 9 shall be adopted and inserted in the following form (Articles 9, 10 and 11 being renumbered 10, 11 and 12 respectively):

"9. Associate Directors

The Council may at any time and from time to time appoint any person to be an associate director having such title, including the word "director", as the Council may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company nor a member of the Council but may be appointed by Council to the Executive Board pursuant to Article 7.1. Subject as aforesaid, the Council may define and limit the powers and duties of any such associate director and may determine his remuneration which may be in addition to any other remuneration receivable by him from the Company or any subsidiary undertaking."

- 2.14 Article 11.1 (formerly 10.1) shall be amended by the addition of the following words at the end:

"The Council may at any time dissolve or reappoint any such Committee and may vary or rescind the powers delegated to any such Committee as aforesaid."

- 2.15 Article 11.3 (formerly 10.3) shall be amended by the insertion of the words "Sub Regional Committees" after the words "Specialist Committees."

- 2.16 Article 12.1 (formerly 11.1) shall be deleted and substituted by the following new paragraph:

"12.1 As at the date of adoption of this Article 12.1 the Specialist Committees are those for:

- 12.1.1 Economic Affairs
- 12.1.2 International Trade
- 12.1.3 Environment, Planning and Transport
- 12.1.4 Education, Training and Development
- 12.1.5 Construction

The Council may from time to time appoint additional or other Specialist Committees as it thinks fit.

The role and function of such Specialist Committees shall be to oversee all aspects of concern in their respective specialist fields and to liaise with the Council Sub Regional and Local Committees".

- 2.17 A new Article 13 providing for Sub Regional Committees shall be adopted and inserted in the following form (the remaining Articles being renumbered accordingly):

"13. Sub-Regional Committees

13.1 The Council may appoint such Sub-Regional Committees as it thinks fit. The role and function of such Sub-Regional Committees shall be to oversee all aspects of concern to commerce trade and industry in their respective areas and to liaise with the Council and Specialist and Local Committees.

13.2 Without prejudice to the powers of the Council under Article 11.1 the first members of Sub Regional Committees shall be nominated by the Executive Board as soon as practicable following the adoption of this Article 13 and the appointment of such members shall be ratified and/or others appointed additionally or in their place at the annual general meeting of the relevant Members referred to in Article 13.3 below.

13.3 Each Sub Regional Committee shall hold in each year a local Annual General Meeting of Local Members allocated to Local Sections within the area covered by the relevant Sub Regional Committee to be convened in the same manner (as near as may be) as an Annual General Meeting of the Chamber and the provisions of these Articles relating to General Meetings of Members shall mutatis mutandis apply to such Annual General Meetings. At such local Annual General Meetings, inter alia, and subject as provided in Articles 13.4 and 13.5, the Chairman and Vice Chairman of the Local Committees shall be elected by the relevant Local Members.

13.4 No person may be elected as a member of a Sub Regional Committee unless he is a Member.

13.5 Those persons appointed to a Sub Regional Committee whose appointment is ratified pursuant to Article 13.2 and persons subsequently elected to a Sub Regional Committee at a General Meeting of Local Members shall hold office for a period of 3 years from the date of election upon the expiration of which those elected shall retire together provided that the Chairman and a Vice Chairman of each Local Committee shall be elected annually. Retiring Sub Regional Committee Members shall be eligible for re-election.

13.6 In the event of a casual vacancy occurring amongst the members of the Sub Regional Committee between one local Annual General Meeting and another the Sub Regional Committee may appoint any person who is eligible pursuant to Article 13.4 to fill the vacancy. The person so appointed shall hold office only during such period as the person in whose place he is appointed would have held office but shall be eligible for election if otherwise still eligible under Article 13.4.

13.7 Each Sub Regional Committee shall meet together and regulate its proceedings as it thinks fit."

2.18 In Article 14 (formerly 12) (Local Committees):

2.18.1 The first sentence of paragraph 14.1 shall be deleted and substituted by the following new sentence:

"The Council may appoint such Local Committees as it thinks fit";

2.18.2 In the second sentence of paragraph 14.1 the words "Sub Regional" shall be inserted after the word "Council";

2.18.3 The final sentence of paragraph 14.1 and sub paragraphs 14.1.1 to 14.1.6 (inclusive) shall be deleted;

2.18.4 the words "Without prejudice to the powers of the Council under Article 11.1" shall be inserted at the beginning of paragraph 14.2.

2.19 In Articles 11 (formerly 10), 14 (formerly 12) and 16 (formerly 14) the references to Article numbers shall be amended appropriately to reflect the renumbering of Articles effected by this Resolution.

J. Irwin

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**CHAIRMAN**