

Company No. 4072059

THE COMPANIES ACTS 1985

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CHAMBERS OF COMMERCE NORTH WEST LIMITED

GENERAL

- 1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column therefore, if not consistent with the subject or context

WORDS

MEANING

the Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
the Articles	The Articles of Association of the Company from time to time in force
BCC	The British Chambers of Commerce
the Board	The Board of Management for the time being of the Company constituted in accordance with clause 25 of the Articles
the Company	Chambers of Commerce North West Limited
Chamber	A Chamber of Commerce or any similar body association or organisation
Member Chamber	A Chamber which is a member of the Company pursuant to clause 3 of the Articles and, where the context so admits, a Chamber which is a member of the Company pursuant to clause 4 of the Articles
Region	the North West of England

THURSDAY



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COMPANIES HOUSE

the Registered Office	The Registered Office of the Company
Represented Membership	The number of members which a Member Chamber has registered with the Company as constituting its membership
Secretary	The secretary from time to time of the Company appointed in accordance with clause 41 of the Articles
Sub-region	Any sub-region of the Region designated from time to time by the Board

and unless the context otherwise requires

- (1) any reference to an Officer shall be to a President (or Chairman) Vice-president (or Vice-chairman) or Past President (or Past Chairman) of a Chamber which is a Chamber Member, or is applying for membership of the Company, and who in the case of a past President (or past Chairman) is a member of that Chamber, and
- (2) any reference to a Chamber Chief Executive shall be to the chief executive (or the equivalent) of a Chamber which is a Member of the Company or is applying for membership thereof, and
- (3) for the purpose of ascertaining the quorum for any meeting any number resulting from the application of any fraction referred to in the Articles shall, if not a whole number, be treated as if it were the next highest whole number

MEMBERSHIP

- 2 The number of members with which the Company proposes to be registered is unlimited
- 3 Any Chamber within the Region which is accredited by BCC shall be eligible for membership
- 4 Any Chamber within the Region which is not a Chamber accredited by BCC shall be eligible for associate membership at the discretion of the Board Unless otherwise decided from time to time by the Board either generally or in relation to an individual member and associate members shall have the same right and responsibilities as Member Chambers
- 5 Applications for membership shall be made in writing in such form as the Board may from time to time determine signed by an Officer and the Chamber Chief Executive of the Chamber applying for membership and left with the Company at the registered office
- 6 At the next meeting of the Board after the receipt of any application for membership, the application shall be considered by the Board which shall decide upon the admission or rejection of the applicant or may defer a decision until its next meeting
- 7 The Board may from time to time set a subscription payable by Member Chambers on 1st January of each year or such other date or dates as the Board may from time to time decide
- 8 If any Member Chamber fails to pay any amount due to the Company pursuant to clause 7 of the Articles within thirty days of it becoming due, the Secretary shall cause it to be notified of that fact and, if the said amount remains unpaid for thirty days after such notification, then for so long as it shall remain unpaid and subject to clause 10 of the Articles the Member concerned shall not be eligible to vote at meetings of Members, nor shall its representative be eligible to attend and vote at meetings of the Board

- 9 A Member Chamber may resign from the Company by giving not less than twelve months notice in writing expiring on 31st December in any year or such other date as the Board may from time to time determine. No change in the date referred to in this clause shall affect the date upon which any notice of resignation given prior to such change takes effect.
- 10 A Member Chamber shall cease to be a Member of the Company forthwith (1) upon ceasing to be eligible for membership in accordance with the Articles, or (2) upon the passing of a resolution of Members by not less than seventy-five per cent of those Members present provided that not less than twenty-eight days notice of the resolution has been given and the Member concerned has been given the opportunity to attend and address the meeting. For the avoidance of doubt the grounds for a resolution may be the failure of a Member to take such action as is directed by the Board pursuant to clause 35 of the Articles.
- 11 With effect from the date of any merger between one or more Member Chambers into a new Chamber those Members shall cease to be Members of the Company and the new Chamber shall become a Member provided that it is eligible for membership pursuant to clause 3 or clause 4 of the Articles.

GENERAL MEETINGS

- 12 Clauses 12 to 20 inclusive of the Articles shall govern the meetings of the Members

(1) The Company shall 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 notice calling it and not 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.

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

(3) The Board may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on the requisition in writing of not less than one half of the Member Chambers for the time being provided that the Represented Membership of those Chambers amounts to not less than one third of the Represented Membership of all Member Chambers.

(4) The Chairman of the Board shall if available act as chairman of any General Meeting.

(5) An Annual General Meeting of the Company and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at least. The 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 the meeting, and in the case of special business the general nature of such business, and shall be given in manner hereinafter mentioned, to the Auditors and to such Members of the Company as are under the provisions of the Articles entitled to receive notices from the Company, provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the Articles be deemed to be duly called with the consent of all Members having the right to attend and vote thereat or such proportion of them as is prescribed by law and in the case of meetings other than Annual General Meetings, meetings may be convened by such notice as those Members may think fit.

(6) The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member or other person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any Meeting

PROCEEDINGS AT GENERAL MEETINGS

- 13 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that transacted at an Annual General Meeting, with the exception of the consideration of accounts and balance sheet, and the reports of the Board and of the Auditors, and the fixing of the remuneration (if any) of the Auditors
- 14 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 each Member shall be represented by an Officer or a Chamber Chief Executive and six tenths of the total number of Members of the Company as at the date of the meeting shall be a quorum
- 15 If within half an hour from the time appointed for the holding of a General 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 place and at such other day and time as the Chairman shall appoint, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum
- 16 With the consent of any Meeting at which a quorum is present, the Chairman may adjourn a Meeting from time to time, and from place to place, as the Meeting shall determine. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting
- 17 Except as provided in clause 16 (5) of the Articles, the Chairman of the Board shall preside at every General Meeting as Chairman but if he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose a member of the Board to preside
- 18 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands by a majority of the those present in person and entitled to vote but any Member may require a poll which shall be conducted in accordance with clause 23 of the Articles and shall prevail
- 19 Upon a poll being called each Member represented at the meeting shall have the same number of votes as its Represented Membership. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a casting vote
- 20 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 its Membership shall be entitled to vote on any question

BOARD

- 21 The Board shall consist of
 - (1) A Chairman to be elected by the Members,
 - (2) Up to six Chamber Chief Executives (up to two of whom shall be nominated by the Sub-Region of Lancashire) nominated as hereinafter provided
- 22 All Member Chambers in each Sub-Region shall together nominate in writing a Chamber Chief Executive (or in the case of Lancashire up to two Chief Executives) to be nominated to the Board and

shall agree such nomination by a method agreed between themselves or, in default of agreement, decided by the Board. Such person must be a member of a Chamber in that Sub-region (or director or proprietor of, partner in, or otherwise a bona fide representative of such a member) or a non-executive director of such a Chamber and shall in any event be a member of the private business community. Such a person shall hold office for three years and shall be eligible for re-nomination. For the purpose of this clause a year shall mean the period between one Annual General Meeting and the next.

- 23 The quorum for meetings of the Board shall be three members of the Board
- 24 The Board shall meet on not less than four occasions during the period from one Annual General Meeting to the next
- 25 Each member of the Board for each Member shall have one vote
- 26 A member of the Board shall cease to hold office forthwith in any one of the following events
- (1) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors
 - (2) If he is, or may be suffering from mental disorder and either,
 - (i) he is admitted to hospital in pursuance to an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 (or any statutory modifications or re-enactment of the same), or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his property or affairs,
 - (3) If by notice in writing to the Board he resigns his office,
 - (4) If he ceases to hold office by virtue of any provisions of the Act
- 27 The members for the time being of the Board may act notwithstanding any vacancy in their body. Where a member of the Board nominated pursuant to clause 21 (2) of the Articles vacates office for any reason, the body which nominated him may nominate a replacement at any time.

POWERS OF THE BOARD

- 28 Without prejudice to its general powers the Board shall have the following powers
- (1) to appoint to manage the business of the Company such executive staff as it deems necessary and a company secretary (who may for the avoidance of doubt be the same person) provided that no person so elected to any such office shall by reason only of his election become a Member or otherwise incur any liability towards the Company,
 - (2) to establish for such periods as the Board shall determine any additional Group or Working Party as shall be required between Annual General Meetings and to appoint a Chairman of each such group or Working Party
- 29 The day to day business of the Company shall be directed by the Board which may pay all such expenses of, preliminary and incidental to the promotion, formation, establishment and registration of the Company as it thinks fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting
- 30 The Board may delegate any of its powers to committees consisting of such members of the Board it thinks fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee

shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid

- 31 The Board shall have the power to direct that such action be taken by officers or Members of the Company as is lawfully and properly necessary to give effect to the exercise of its powers under the Articles

PROCEEDINGS OF THE BOARD

- 32 If at any Board Meeting the Chairman be not present within ten minutes after the time appointed for holding the Meeting or shall be unwilling to preside then the members of the Board present shall choose one of their number to be Chairman of the meeting
- 33 A Meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Board generally
- 34 All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board 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
- 35 The Board shall cause proper minutes to be made of the proceedings of all Board meetings and all business transacted at such meetings and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated
- 36 The Chairman or any two members of the Board may require the Secretary at any time to summon a meeting of the Board by notice served upon the several members of the Board A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting

SECRETARY

- 37 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board

ACCOUNTS

- 38 The Board shall in conformity with the requirements of Sections 221 and 222 of the Act cause proper books of account to be kept with respect to
- (1) The assets and liabilities of the Company
 - (2) The sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
 - (3) All sales and purchases of goods or services by the Company
- 39 The books of account shall be kept at the registered office, or (subject to Sections 221 (1) and (2) of the Act) at such other place or places as the Board shall decide and shall at all reasonable times be open to the inspection of the members of the Board
- 40 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Member Chambers of the accounts and books of

the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members Chambers at all reasonable times during business hours

- 41 Once at least in any every year the Board shall in accordance with the provisions of the Act lay before the Company in General Meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board, and a copy of such account, balance sheet and reports and of any other documents required to accompany the same shall not less than twenty-one clear days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the Meeting as required by Section 241(2) of the Act

AUDIT

- 42 If required by law or if the Board shall so require 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 one or more properly qualified Auditor or Auditors
- 43 Any such Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

INDEMNITY AND RESPONSIBILITY

- 44 Save and except so far as the provisions and operation of this Article shall be avoided by any provision of the Act, every member of the Board, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay, all costs, losses and expenses which any such officer or servant may incur or become liable to by any contract entered into or act or deed done by him by virtue of his instructions or authority from the Board, or in any way in the discharge of his duties, including travelling expenses, and no member of the Board or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or officer, or for joining in any receipt or other act of conformity or deficiency of title to any property acquired by order of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error judgment or oversight on his part, or for any other loss, damage or misfortune, which shall happen in the execution of the duties of his office or in relation thereto

NOTICES

- 45 A notice may be served by the Company upon any Member Chamber either personally or by sending it through the post in a pre-paid letter, addressed to such Member at his registered address as appearing in the register of Member Chambers
- 46 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to

prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter

47 The name of the Company is the Chambers of Commerce North West Limited (referred to in this Memorandum and in the Articles of Association as "the Company")

48 The registered office of the Company will be situated in England

49 The objects for which the Company is established are -

- (1) To promote and provide a major contribution to the economic well being of businesses in the North West Region of England ("the Region")
- (2) To be the independent voice of commerce and industry throughout the Region
- (3) To promote, represent, and enhance the effectiveness of and encourage the development of Member Chambers
- (4) To encourage any Chambers who are not Member Chambers to become so, and in consequence, to become part of the network
- (5) To encourage closer co-operation and networking between Member Chambers and to facilitate the spread of best practice in and through its Board, its Chief Executive Forum and its Executive Team
- (6) To provide a forum for the exchange of views on matters of interest between - Members Chambers in the Region and businesses in the Region
- (7) To develop where appropriate a common policy on matters of mutual interest
- (8) To represent any views and opinions arising from the carrying out of these objects, regionally, nationally and internationally as appropriate
- (9) To provide an effective means of communication and the representation of views between Member Chambers, the British Chamber of Commerce ("BCC") and the Presidents Council of BCC
- (10) To co-ordinate the Member Chambers so as to ensure that the Region is properly represented on the Board of the BCC, on the Presidents Council, on the Policy Committee and on any other ad hoc BCC Committees that may from time to time arise
- (11) To represent Member Chambers on all appropriate bodies within the Region
- (12) To undertake any other activity which may seem to the Board of the Company capable of being conveniently or properly carried on and which in the opinion of the Board is appropriate in the light of the general objectives of the Company
- (13) To do any of the above for payment or gratuitously
- (14) To receive donations, subscriptions or bequests and to borrow or raise money for the purposes of the Company and to hold funds in trust for the same and undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to the principal objects of the Company
- (15) To invest the monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (16) To do all such things as are incidental or conducive to the attainment of the objects

50 The income of and property of the Company whensoever 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 by way of profit to the member of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return of any services actually rendered to the Company not prevent the payment of interest at a rate not exceeding the UK clearing bank base lending rate on money lent or reasonable and proper rent for premises demised or let by any member of the Company but so that no member of the Company shall be paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board except repayment of out pocket expenses and interest at the rate aforesaid or money lend or reasonable and proper rent for the premises demised or let to the Company and reasonable and proper payment for professional services rendered to the Company, provided that the provision last mentioned shall not apply to any payment to any Company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share or profits he may receive in respect of any such payment

- 51 In accordance with the Companies Act 1985 Section 31(1) no addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which have the effect that the Company shall cease to be a Company to which the Companies Act 1985 Section 30 applies in the event that the Company has sought to apply the said Section 30
- 52 The liability of the members is limited
- 53 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1 00 (One Pound)
- 54 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 to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its members to any extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof such institution or institutions to be determined by the Board of the Company at or before the time of dissolution (or in default thereof by such Court of Justice as shall acquire jurisdiction of the matter) and if and so far as effect cannot be given to such provision then to some charitable object
- 55 True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of the Company for the time being, such accounts shall be open to inspection of the members