

THE COMPANIES ACT 2006

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A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

DEVON AND PLYMOUTH CHAMBER OF COMMERCE

(Company Number: 00617795) **(the “Company”)**

(Adopted by special resolution passed on 12<sup>th</sup> November 2020)

Part 1

INTERPRETATION

1. Defined Terms

1.1. In the Articles, unless the context requires otherwise:

Annual General Meeting	means a yearly meeting of the Members of the Chamber in accordance with Article 27.6;
Articles	means the Chambers Articles of Association;
Bankruptcy	shall include individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of Bankruptcy;
Board	means the board of Directors of the Chamber including co-opted members of it;
Board Meeting	means a meeting of the Board of Directors of the Chamber;
Chairperson	means the Chairperson of the Chamber appointed in accordance with Article 19.2;
Chairperson of the General Meeting	has the meaning given in Article 29;
Chamber	means the Company;
Chief Executive	means the Chief Executive of the Chamber appointed by the Board in accordance with Article 25;
Code of Conduct	means a Code of Conduct adopted by the Board from time to time for the Directors;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

Directors	means the directors of the Chamber from time to time, and Director means any one of them and includes any person occupying the position of director, by whatever name called;
Document	shall include, unless otherwise specified, any document sent or supplied in Electronic Form;
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006;
Honorary Member	means a Member of the Chamber appointed by the Board in accordance with Article 26.3;
Honorary Membership	means membership of the Chamber determined in accordance with Article 27.3;
Member	means any member of the Chamber for the time being;
Objects	means the objects of the Chamber detailed at Article 3;
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006;
Participate	means in relation to a Board Meeting, the meaning given in Article 11;
President	means a President of the Chamber and appointed by the Board in accordance with Article 22;
Proxy Notice	has the meaning given in Article 35;
Recipient	has the meaning given in Article Error! Reference source not found.;
Special Resolution	has the meaning given in section 283 of the Companies Act 2006;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006; and
Vice-Chairperson	means the Vice-Chairperson of the Chamber appointed in accordance with Article 20.2
Vice-President	means a Vice-President of the Chamber appointed by the Board in accordance with Article 23; and
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 1.2. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Chamber.

## Part 2

### LIMITATION OF LIABILITY AND OBJECTS

## 2. Liability of Members

2.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Chamber in the event of its being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:

- 2.1.1. payment of the Chamber's debts and liabilities contracted before he/she ceases to be a Member;
- 2.1.2. payment of the costs, charges and expenses of winding up; and
- 2.1.3. adjustment of the rights of the contributories among themselves.

## 3. Objects

3.1. The Objects for which the Chamber is established are:

- 3.1.1. To promote and protect the home and overseas trade and commerce, shipping and manufacturing of the United Kingdom, and, in particular, of the City of Plymouth and its environs, to originate, promote and carry out, and to co-operate with any person, body corporate, social enterprise or any other form of organisation or association whatsoever in originating, promoting or carrying out any scheme or plan for promoting the City of Plymouth and its environs and to that end to provide an association of business people, professional people, trades people and others and, in particular, those in industry or carrying on business, in, or concerned with the home or overseas trade or commerce, shipping or manufacturing of the City and its environs;
- 3.1.2. The collection and dissemination of statistical and other information relating to trade, commerce, shipping and manufacturing.
- 3.1.3. The promoting, supporting, or opposing legislative or other measures affecting such interests.

## 4. Profit Distribution

4.1. The income and property of the Chamber shall be applied towards the promotion of its Objects and no part of such property and income may be transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to:

- 4.1.1. a Member or former member of the Chamber;
- 4.1.2. a member of the family of a Member or former Member; or
- 4.1.3. a company which has as a director a person within article 4.1.1 or 4.1.2.

4.2. Nothing in this Article 4 prevents any payment in good faith by the Chamber and in accordance with the Articles:

- 4.2.1. of reasonable remuneration to any person within Article 4.1.1 or 4.1.2 or 4.1.3 who is an officer or employee of the Chamber or who otherwise provides any services to the Chamber;
- 4.2.2. of interest on money lent by any person within Article 4.1.1 or 4.1.2 or 4.1.3 at a reasonable and proper rate per year not exceeding 2% less than the published lending rate of a clearing bank selected for the purpose by the directors;
- 4.2.3. of reasonable rent for premises demised or let by any person within article 4.1.1 or 4.1.2 or 4.1.3;

- 4.2.4. of fees, remuneration or other benefit in money or money's worth to any company of which any person within Article 4.1.1 or 4.1.2 or 4.1.3 may also be a member holding not more than 1% of the issued share capital of that company;
  - 4.2.5. to any Director for any remuneration and expenses within Article 18;
  - 4.2.6. of any premium in respect of any such insurance as is permitted by Article 43; and
  - 4.2.7. to a registered provider which is a subsidiary or associate of the Chamber.
- 4.3. In the event of the winding up or dissolution of the Chamber the income and property of the Chamber shall be distributed in accordance with Article 44.

### Part 3

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### 5. Directors' general authority

- 5.1. Subject to the Articles, the Board is responsible for the management of the Chamber's business and affairs, for which purpose they may exercise all the powers of the Chamber including formulating policies for the Chamber dealing with:
- 5.1.1. powers of Directors and officers to bind the Chamber;
  - 5.1.2. the management of contracts to which the Chamber is party;
  - 5.1.3. the preparation and agreement of an annual business plan and budget;
  - 5.1.4. human resources;
  - 5.1.5. management of the Chamber's affairs including its expenses policy, business risk assessment and policy review;
  - 5.1.6. dealing with all matters of procedure in relation to the election or co-option of Directors and the admission of Members or the termination of membership of any Member save to the extent specifically provided in these Articles; and
  - 5.1.7. formulating the role and responsibilities of the President, Vice-Presidents, Chairperson and Vice-Chairperson of the Chamber.

##### 6. **Members' reserve power**

- 6.1. The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 6.2. No such Special Resolution invalidates anything which the Directors have done before the passing of the Special Resolution.

##### 7. Directors may delegate

- 7.1. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- 7.1.1. to such person or committee;
  - 7.1.2. by such means (including by power of attorney);
  - 7.1.3. to such an extent;
  - 7.1.4. in relation to such matters or territories; and

- 7.1.5. on such terms and conditions;  
as they think fit.
- 7.2. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 7.3. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 8. Committees
- 8.1. Committees may include committees dealing with remuneration, appointments, finance and operations and any other committee as deemed appropriate by the Directors.
- 8.2. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors
- 8.3. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

#### DECISION-MAKING BY DIRECTORS

- 9. Directors decisions
- 9.1. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a Board Meeting or a majority decision taken in accordance with Article 9.2.
- 9.2. A decision of the Directors is taken in accordance with this Article 9.2 when a majority of the Directors indicate to each other by any means, including without limitation in Writing or by Electronic Form, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by a majority of the Directors or to which a majority of the Directors have otherwise indicated agreement in Writing.
- 9.3. A decision which is made in accordance with Article 9.2 shall be as valid and effectual as if it had been passed at a Board Meeting duly convened and held, provided the following conditions are complied with:
  - 9.3.1. approval from a majority of the Directors must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
  - 9.3.2. following receipt of responses from a majority of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 9.2;
  - 9.3.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 9.3.4. the Recipient must prepare a minute of the decision in accordance with Article 16.1.
- 9.4. A decision may not be taken in accordance with Article 9.2 if the Directors would not have formed a quorum at such a Board Meeting.

## **10. Calling a Directors' meeting**

- 10.1. Any Director or the Chief Executive may call a Board meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 10.2. Notice of any Board meeting must indicate:
  - 10.2.1. its proposed date and time;
  - 10.2.2. where it is to take place; and
  - 10.2.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3. Notice of a Board meeting must be given to each Director, but need not be in Writing.
- 10.4. Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Chamber not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **11. Participation in Board Meeting**

- 11.1. Subject to the Articles, Directors Participate in a Board Meeting, or part of a Board Meeting, when:
  - 11.1.1. the Board Meeting has been called and takes place in accordance with the Articles; and
  - 11.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2. In determining whether Directors are participating in a Board Meeting, it is irrelevant where any Director is or how they communicate with each other.
- 11.3. If all the Directors participating in a Board Meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Quorum for Board Meetings**

- 12.1. At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board Meeting.
- 12.2. The quorum for Board Meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is six.
- 12.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision in relation to the steps required to enable the Members to appoint further Directors.

## **13. Chairing of Board Meetings**

- 13.1. In accordance with Article 19.2, the Directors shall annually appoint a member of the Board to chair Board Meetings. The person so appointed for the time being is known as the Chairperson.
- 13.2. In accordance with Article 19.2, the Directors shall also annually appoint a Vice Chairperson, who shall chair Board Meetings of the Board if the Chairperson is not present.
- 13.3. The Directors may terminate the Chairperson's or Vice Chairperson's appointment at any time.

13.4. If the Chairperson or Vice Chairperson is not participating in a Board Meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

14. Casting vote

14.1. If the numbers of votes for and against a proposal are equal, the Chairperson, Vice Chairperson or other Director chairing the Board Meeting has a casting vote.

14.2. But this does not apply if, in accordance with the Articles, the Chairperson, Vice Chairperson or other Director is not to be counted as participating in the decision making process for quorum or voting purposes.

15. Conflicts of interest

15.1. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Chamber in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2. But if Article 15.3 applies, a Director who is interested in an actual or proposed transaction, or arrangement with the Chamber is to be counted as participating in the decision-making process for quorum and voting purposes.

15.3. This Article 15.3 applies when:

15.3.1. the Director's interest is considered by the Board to be permitted by any policy on conflicts of interest adopted by the Board from time to time; or

15.3.2. the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

15.4. For the purposes of this Article 15, references to proposed decisions and decision making processes include any Board Meeting or part of a Board Meeting.

15.5. Subject to Article 15.6, if a question arises at a Board Meeting or of a committee of Directors as to the right of a Director to Participate in the Board Meeting (or part of the Board Meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson or the Vice Chairperson (or other Director chairing the Board Meeting) whose ruling in relation to any Director other than the Chairperson of the Board Meeting is to be final and conclusive.

15.6. If any question as to the right to Participate in the Board Meeting (or part of the Meeting) should arise in respect of the Chairperson or the Vice Chairperson (or other director chairing the Board Meeting), the question is to be decided by a decision of the Directors at that Board Meeting, for which purpose the Chairperson of the Board Meeting is not to be counted as participating in the Board Meeting (or that part of the Board Meeting) for voting or quorum purposes.

16. Records of decisions to be kept

16.1. The Directors must ensure that the Chamber keeps a record, in Writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

17. **Directors' discretion to make further rules**

17.1. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

## 18. Remuneration and Expenses

- 18.1. The Board shall formulate the policy of the Chamber from time to time as to how Directors may receive remuneration for services which they (or any body corporate or other organisation or association in which they may be interested) may provide to the Chamber from time to time (except in relation to their role as a Director of the Chamber). Such policy shall be posted on any website of the Chamber from time to time.
- 18.2. The Board shall formulate the policy of the Chamber from time to time as to how Directors may be paid expenses properly incurred in the performance of their duties. Such policy shall be posted on any website of the Chamber from time to time.

## THE BOARD AND APPOINTMENT OF DIRECTORS

### 19. The Board

- 19.1. The Board shall consist of not less than twelve nor more than seventeen Members (or representatives of Members) who shall be elected in accordance with the provisions of Articles 20.3 and 20.5.
- 19.2. The Chairperson and Vice Chairperson (who shall be directors) shall be elected annually by the Board for a period of one year but each of whom may offer him/herself for re-election on more than one occasion.
- 19.3. The Board may invite or co-opt (and so appoint as a director) a maximum of 3 persons or representatives of any body corporate or incorporate or other organisation as a director of the Chamber. Any such co-opted director must stand for election as a director at the Annual General Meeting following his/her co-option. If not elected he/she may not be co-opted to the Board during the period of one year from the date of such Annual General Meeting.
- 19.4. The Board may from time to time and at any time appoint any Member (or representative of a Member) as a director, either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum shall not be exceeded. Any director so appointed shall retain his office only until the next Annual General Meeting, but he/she shall then be eligible for re-election.

### 20. Rotation of the Directors

- 20.1. At each Annual General Meeting any Director who has served a term of three years shall retire from office.
- 20.2. Directors may offer themselves up for re-election after each of their first two terms of three years. The length of time a Director has been in office shall be computed from his last election or appointment, Subject to these Articles a retiring director shall be eligible for re-election.
- 20.3. Any Director of the Chamber who has served as a Director for a continuous period of 9 years shall thereafter be required to submit him/herself for re-election annually in order to remain as a Director of the Chamber, which they can do up to a maximum period of 12 years in office
- 20.4. The Chamber may, at the meeting at which a Director retires in accordance with Article 20.1, fill up the vacated office by electing a person to it.
- 20.5. The election of Directors shall be determined by a ballot of Members to be made prior to the relevant Annual General Meeting in accordance with such procedures as the Board may 'determine from time to time.



- 20.6. The Board shall also determine the procedures under which any candidate for the office of director of the Chamber shall be proposed by such number of Members as those procedures shall stipulate.
- 20.7. Any Director who is not re-elected on to the Board in such circumstances may thereafter either be re-elected at any time or be co-opted as a Director in accordance with the Articles after a period of one year has elapsed from the Annual General Meeting at which he/she was not re-elected.

**21. Termination of Director's appointment**

**21.1. A person ceases to be a Director as soon as:**

- 21.1.1. that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 21.1.2. a Bankruptcy order is made against that person;
- 21.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4. a registered medical practitioner who is treating that person gives a written opinion to the Chamber stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 21.1.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 21.1.6. notification is received by the Chamber from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 21.1.7. that person ceases to be a Member or the Member of which he/she is a representative ceases to be a Member;
- 21.1.8. the Board resolves that, that person has breached any Code of Conduct adopted by the Board from time to time for the Directors and determines that, that person shall cease to be a Director; or
- 21.1.9. that person shall for more than six consecutive months have been absent from Board Meetings and the Board resolves that his/her position should be vacated.

**Part 4**

**PRESIDENTS, VICE-PRESIDENTS AND CHIEF EXECUTIVE**

22. The Board may appoint a President of the Chamber upon such terms as it thinks fit. The President from time to time may be removed by resolution of the Board.
23. The three immediately preceding past Chairpersons' of the Chamber may, if willing, be appointed as Vice Presidents of the Chamber. A Vice President's office may be terminated by resolution of the Board. If there shall be three Vice Presidents on the occasion that any Chairperson steps down and is to become a Vice President, the longest serving Vice President shall cease to hold office.
24. The President and any Vice Presidents shall not be Directors of the Chamber. They shall perform such functions as the Board may from time to time determine. They may be invited to attend and speak at Board Meetings but shall not be entitled to vote.
25. The Chief Executive of the Chamber (if any) shall be appointed by the Board from time to time at such remuneration and on such terms as the Board may decide.

## Part 5

### MEMBERS BECOMING AND CEASING TO BE A MEMBER

26. Membership
  - 26.1. The number of Members is unlimited.
  - 26.2. Membership shall be open to:
    - 26.2.1. individuals who are in business on their own account;
    - 26.2.2. companies, corporations, partnerships and other organisations engaged or interested in commerce, industry, trade or transport;
    - 26.2.3. members of professions who have an interest in commerce, industry, trade and transport; and
    - 26.2.4. any other individuals, companies, corporations, partnerships, charities or other organisations which the Board may in its absolute discretion admit to membership.
  - 26.3. The Board may admit to Honorary Membership of the Chamber for such period as it may determine:
    - 26.3.1. individuals who the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade, transport or public service generally; and
    - 26.3.2. individuals who the Board considers have rendered special service to the Chamber, or to the Chamber movement or to the City of Plymouth and its environs.
  - 26.4. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings, to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he/she be or be deemed to be a member liable to contribute any amount on the winding-up of the Chamber.
  - 26.5. All applications for membership shall be made in Writing in such form (containing an undertaking to be bound by the Articles of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe.
  - 26.6. The election of Members shall be by resolution of the Board which (save as specified in these Articles) may refuse any application without giving reasons. Delivery of the application to the

Chamber shall be accompanied by the amount of the membership fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different membership fees for different classes. The decision of the Board shall be notified to each applicant and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription.

26.7. A Member may terminate membership by giving notice in Writing not later than the day before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.

26.8. Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:

26.8.1. if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction, or if it suffers the appointment of an administrator or receiver or any analogous circumstances in any other jurisdiction;

26.8.2. if being an individual he/she is adjudicated bankrupt;

26.8.3. if he/she suspends payment or compounds with creditors;

26.8.4. if being an individual he/she is or may be suffering from mental disorder and either:

26.8.4.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

26.8.4.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

26.8.5. if he/she or it fails to pay the prescribed subscription within one month of the due date

26.9. The Board may expel any Member at any time provided that:

26.9.1. not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution has been given to the Member concerned; and

26.9.2. the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the Board Meeting at which the case is considered and to be heard in defence.

Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any member so expelled at such time and on such terms as it may determine.

26.10. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board and shall become due and payable in advance on such date or dates as the Board may from time to time determine.

26.11. For the purpose of fixing the annual subscriptions the Board may from time to time divide Members into categories and fix different rates of subscription for different categories.

26.12. The interest and rights of a Member are personal only and not transferable or transmissible on death, Bankruptcy or dissolution.

26.13. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

## ORGANISATION OF GENERAL MEETINGS

### 27. Attendance and speaking at general meetings

27.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27.2. A person is able to exercise the right to vote at a general meeting when:

27.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

27.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27.3. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27.4. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

27.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

27.6. The Board shall procure that an Annual General Meeting of the Chamber takes place not later than 60 days after the date of the report of the Chamber's auditors on the annual accounts of the Chamber for each financial year and such accounts (with the respective reports of the Directors and the auditors) shall be laid before the meeting. The provisions of the Companies Act 2006 shall apply to such Annual General Meeting, except that the notice of the meeting shall specify that the meeting is an Annual General Meeting.

### 28. Quorum for general meetings

28.1. No business other than the appointment of the Chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for general meetings shall be twenty Members or representatives of Members.

### 29. Chairing general meetings

29.1. At the Annual General Meeting the President, the most senior Vice President present, the Chairperson or Vice Chairperson (in that order) shall chair the meeting.

29.2. At any other general meeting the Chairperson or Vice Chairperson (in that order) shall chair the meeting.

29.3. If none is present, the Board may appoint any Director present to chair the meeting.

29.4. The person chairing a meeting in accordance with this Article 29 is referred to as the Chairperson of the General Meeting.

30. Attendance and speaking by Directors and non-Members

30.1. Directors may attend and speak at general meetings, whether or not they are Members.

30.2. The Chairperson of the General Meeting may permit other persons who are not Members of the Chamber to attend and speak at a general meeting.

31. Adjournment

31.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the General Meeting must adjourn it.

31.2. The Chairperson of the General Meeting may adjourn a general meeting at which a quorum is present if:

31.2.1. the meeting consents to an adjournment; or

31.2.2. it appears to the Chairperson of the General Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

31.3. The Chairperson of the General Meeting must adjourn a general meeting if directed to do so by the meeting.

31.4. When adjourning a general meeting, the Chairperson of the General Meeting must:

31.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

31.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chamber must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

31.5.1. to the same persons to whom notice of the Chamber's general meetings is required to be given; and

31.5.2. containing the same information which such notice is required to contain.

31.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

32. Voting: general

32.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. Each Member organisation has only one vote, regardless of the number of attendees from the Member organisation.

33. Errors and disputes

33.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

33.2. Any such objection must be referred to the Chairperson of the meeting whose decision is final.

#### 34. Poll Votes

34.1. A poll on a resolution may be demanded:

34.1.1. in advance of the general meeting where it is to be put to the vote; or

34.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

34.2. A poll may be demanded by:

34.2.1. the Chairperson of the meeting;

34.2.2. the Directors; or

34.2.3. five or more persons having the right to vote on the resolution.

34.3. A demand for a poll may be withdrawn if:

34.3.1. the poll has not yet been taken; and

34.3.2. the Chairperson of the meeting consents to the withdrawal.

34.4. Polls must be taken immediately and in such manner as the Chairperson of the meeting directs.

#### 35. Content of Proxy Notices

35.1. Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

35.1.1. states the name and address of the Member appointing the proxy;

35.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

35.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

35.1.4. is delivered to the Chamber in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

35.2. The Board may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

35.3. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

35.4. Unless a Proxy Notice indicates otherwise, it must be treated as:

35.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

35.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### 36. Delivery of Proxy Notices

36.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Chamber by or on behalf of that person.

- 36.2. An appointment under a Proxy Notice may be revoked by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 36.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 36.4. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
37. Amendments to Resolutions
- 37.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 37.1.1. notice of the proposed amendment is given to the Chamber in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine); and
- 37.1.2. the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.
- 37.2. A special resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 37.2.1. the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 37.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3. If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

## Part 6

### ADMINISTRATIVE ARRANGEMENTS

38. Means of communication to be used
- 38.1. Subject to the Articles, anything sent or supplied by or to the Chamber under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Chamber.
- 38.2. Subject to the Articles, any notice or Document to be sent or supplied to a director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 38.3. A Director may agree with the Chamber that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

39. Company seals

39.1. Any common seal may only be used by the authority of the Directors.

39.2. The Directors may decide by what means and in what form any common seal is to be used.

39.3. Unless otherwise decided by the Directors, if the Chamber has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

39.4. For the purposes of this Article, an authorised person is:

39.4.1. any director of the Chamber;

39.4.2. the Chamber secretary (if any), or

39.4.3. any person authorised by the directors for the purpose of signing Documents to which the common seal is applied.

40. No right to inspect accountants and other records

40.1. With the prior approval of the Board a Member may inspect any of the Chamber's accounting or other records or Documents.

41. Provision for employees on cessation of business

41.1. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Chamber or that Subsidiary.

## **DIRECTORS' INDEMNITY AND INSURANCE**

42. Indemnity

42.1. Subject to Article 42.1, a relevant Director of the Chamber or an associated company may be indemnified out of the Chamber's assets against:

42.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber or an associated company;

42.1.2. any liability incurred by that Director in connection with the activities of the Chamber or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);

42.1.3. any other liability incurred by that Director as an officer of the Chamber or an associated company.

42.2. This Article 42 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

42.3. In this Article 42:

42.3.1. companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate; and

42.3.2. a "relevant director" means any director or former Director of the Chamber or an associated company.



43. Insurance

43.1. The Directors' may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant Director in respect of any relevant loss.

43.2. In this Article 43:

43.2.1. a "relevant director" means any Director or former Director of the Chamber or an associated company,

43.2.2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Chamber, any associated company or any pension fund or employees' share scheme of the Chamber or associated company; and

43.2.3. companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

44. Dissolution

44.1. If upon the winding up or dissolution of the Chamber 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 Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber, 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 Chamber under or by virtue of these Articles, such institution or institutions to be determined by the Members of the Chamber at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.