

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
of  
ST HELENS CHAMBER LIMITED

(adopted by Special Resolution on 27<sup>th</sup> September 2023)

*MJ*  
*MW Jackson*  
*27/9/23*

**INTERPRETATION**

1. In these Articles:

**Acts** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 1985 which for the time being remain in force and where appropriate individual acts referred to shall be called the Companies Act 1985 and the Companies Act 2006.

**Annual General Meeting** means a meeting held pursuant to Article 22.

**BCC** means British Chambers of Commerce (registered in England and Wales with the number 9635).

**Board** means the Board of Directors of the Chamber.

**By-law** means any By-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.

**Chairperson** means the chairperson of the Chamber.

**Chamber or Company** means St Helens Chamber Limited.

**Chief Executive** means any person for the time being appointed to perform the duties of Chief Executive of the Chamber.

**Committee** means any committee established under Article 52.

**Connected with a Member** means an individual who is a partner director or employee of or consultant to a Member.

**Constitution** means the Articles of Association of the Chamber and any By-laws from time to time in force.

**Director** means a member of the Board.

**Electronic Communication** means the same as in the Electronic Communications Act 2000.

**Eligible Person** means either (i) a person who is one of the following:

- a senior person at local level of a private sector Member (in the case of a Member which is a company);

- a private sector Member himself or herself (in the case of a Member who is a sole trader); or
- one of the partners of a private sector Member (in the case of a Member which is a partnership),

or (ii) any senior person within the local community who supports the aims of the Chamber.

**Executive Director** means an executive of the Chamber holding office as a Director and where the context so requires or admits includes the Chief Executive.

**Honorary Member** means an individual who has been admitted to Honorary Membership pursuant to Article 12.

**Majority Resolution** means a resolution of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution.

**Member** means a member for the time being of the Chamber other than an Honorary Member.

**Membership Subscription Fund** shall mean a fund (if any) established by the Chamber 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 investment derived from the proceeds thereof and all funds other than those derived from funds provided by the Secretaries of State.

**Nominations Committee** a committee of the Board comprising of the chairs of each Committee, the Chairperson, the Chief Executive and the Company Secretary.

**Non-Executive Observer** means an individual referred to in Article 47.

**Seal** means the Common Seal of the Chamber.

**Secretaries of State** means the Secretaries of State for respectively the Department of Employment and the Department of Trade and Industry (or the predecessor or successor departments).

**Secretary** means any person appointed from time to time to perform the duties of the Secretary of the Chamber.

**Section** means a Section referred to in Articles 69 to 71.

**Year** where the context so admits means a calendar year from 1 January to 31 December.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form and shall include forms of Electronic Communication.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber.

## AIMS AND PURPOSES

2. The objects (the **principal objects**) for which the Chamber is established are the promotion and protection of the trade, commerce and industry in the St Helens area, the surrounding districts and elsewhere within the United Kingdom and anything incidental to or conducive to any of those objects and in furtherance of the principal objects the Chamber shall have the following express powers:

- 2.1 to promote trade, commerce and industry and in that connection to foster advance and protect commercial industrial trade and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the St Helens area and elsewhere in the United Kingdom;
- 2.2 to maintain accreditation from the BCC;
- 2.3 to provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):
  - 2.3.1 to collect, analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to Members;
  - 2.3.2 to provide educational and commercial courses including educational advisory services such as training needs analysis, and management, export and training consultancy;
  - 2.3.3 to explain, promote, support, organise and participate in international trade;
  - 2.3.4 to encourage, establish and support employment initiatives and initiatives for the start-up of businesses and enterprises;
  - 2.3.5 to undertake such activities as may from time to time be required by the BCC for accreditation purposes.
- 2.4 to represent Members in the United Kingdom and in the rest of Europe and elsewhere, and to promote and protect the collective interests, views and opinions of the Members, and stimulate interest in and promote, support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of trade, commerce and industry.;
- 2.5 to promote high standards of business and the recognition and use of national and international standards;
- 2.6 to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest;
- 2.7 to promote, support and protect local economic development, strategic planning and strategic direction in the fields of economic development and education;
- 2.8 to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.
- 3. In furtherance of the principal objects but not otherwise the Chamber shall also have power:
  - 3.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
  - 3.2 construct, maintain and alter any houses, buildings or installations;
  - 3.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
  - 3.4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber;

- 3.5 to print and publish and sell any newspapers, periodicals, books, leaflets or computer programmes, electronic data and other works and publications and to produce and market films and other audio or visual aids;
- 3.6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
- 3.7 to borrow and raise money and secure its repayment in any manner;
- 3.8 to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;
- 3.9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 3.10 to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
- 3.11 to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber;
- 3.12 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;
- 3.13 to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate; and
- 3.14 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
4. The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects and no distribution shall be made to its members in cash or otherwise.
5. The provisions of Article 4 shall not prevent any payment in good faith by the Chamber:
  - 5.1 of reasonable and proper remuneration to any Director, member, officer or servant of the Chamber for any services rendered to the Chamber;
  - 5.2 of a reasonable and commercial rate of interest on money lent to the Chamber; and
  - 5.3 of reasonable and proper rent for premises demised or let by any member of the Chamber.
6. The Chamber shall not become affiliated to or subscribe any of its funds to any political party.
7. The liability of the Members is limited.
8. Every Member of the Chamber undertakes to contribute to its assets, in the event of its being wound up while he is a Member or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Chamber, contracted before he or she ceased to be a member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.
9. 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 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 any extent at least as great as is imposed on the Company under or by virtue of Article 4 hereof, such association, body (whether corporate or

- not) or trust to be determined by the Members and (save for the name of the Company and the goodwill therein and the monies standing to the credit of the Membership Subscription Fund) approved by the Secretaries of State and (in the case of monies standing to the credit of the Membership Subscription Fund and the name of the Company and the goodwill therein) approved by the Association of British Chambers of Commerce at or before the time of winding up or dissolution of the Company. In default of any such determination or approvals 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 of England and Wales.
10. The provision of this Article 10 and of Article 9 may not be altered or amended by any resolution of the Members or otherwise.
11. Membership shall be open to:
- 11.1 any persons engaged in or deriving an income from trade, industry or commerce (excluding those who in the opinion of the Board are so engaged in a purely minor or incidental manner) and companies, firms and organisations carrying on business as manufacturers, merchants, bankers and members of professions;
- 11.2 local authorities, charities, voluntary organisations, social enterprises, public sector organisations, schools, colleges and universities and any other organisation engaged in trade, commerce or industry in and around St Helens; and
- 11.3 any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership,
- PROVIDED that the Board shall at all times ensure that Members satisfying the criteria set out in Article 11.1 of this Article shall always constitute a majority of Members.
12. The Board may admit to Honorary Membership of the Chamber for such period as it may determine:
- 12.1 individuals whom the Board considers are distinguished in one or more of the fields of statesmanship, diplomacy, commerce, industry, trade, services, transport and education; and
- 12.2 individuals whom the Board considers have rendered special service to the Chamber, or to the Chamber Network.
13. 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 be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
14. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if their application is approved) as the Board may in its absolute discretion from time to time prescribe. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance 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 entrance fees for different categories of Member.
15. The approval of admission of Members is a power of the Board (which the Board may delegate to the Chief Executive). A reason need not be given for declining to accept a potential Member.
16. A Member may terminate membership by giving notice in writing at least three months before the day when his or her subscription shall next be due. If no such notice is received the Member shall (unless the Board resolves otherwise) be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.

17. 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:-
- 17.1 if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction.
- 17.2 if adjudicated bankrupt.
- 17.3 if suspending payment or compounding with creditors.
- 17.4 if being an individual he or she is or may be suffering from mental ill-health and either admitted to hospital or having a relevant order made against them, or otherwise cause concern on the basis of their mental ill-health to other Members.
- 17.5 if failing to pay the prescribed subscription within three months of the due date.
18. The Board may at any time by Majority Resolution expel any Member at any time provided that:-
- 18.1 not less than 21 days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
- 18.2 the Member concerned has been given a reasonable opportunity to make representations to the Board.
- 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.
19. 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. For the purpose of fixing the annual subscriptions the Board may by By-law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
20. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
21. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

#### **GENERAL MEETINGS OF MEMBERS**

22. The Chamber shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than 15 months shall be allowed to elapse between two successive Annual General Meetings.
23. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene general meeting in accordance with the provisions of the Acts.
24. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members and auditors.

25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
26. All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of members of the Board and the appointment of and the fixing of the remuneration of the auditors.
27. No business shall be transacted at any general meeting unless a quorum is present. 10 persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum provided always that at any such meeting at least seventy-five percent of those Members present in person, by representative or proxy shall satisfy the criteria set out in Article 11.1.
28. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum.
29. The Chairperson or, in his or her absence, some other member of the Board nominated by the Board shall preside as chairperson of the meeting, but if neither the Chairperson nor any such other person be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be chairperson and if there is only one member of the Board present and willing to act he or she shall be chairperson.
30. If no member of the Board is willing to act as chairperson, or if no member of the Board is present within 15 minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairperson of the meeting.
31. The chairperson of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
32. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded:
  - 32.1 by the chairperson of the meeting; or
  - 32.2 by at least five Members having the right to vote at the meeting;and a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member.
33. In the case of an equality of votes, whether on a show of hands or a poll or otherwise, the chairperson of the meeting shall be entitled to a second or casting vote.
34. Unless a poll is duly demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

35. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
36. A poll shall be taken as the chairperson of the meeting directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
37. A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson of the meeting directs not being more than 30 days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
38. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
39. On a show of hands every Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself or herself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.
40. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.
41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
42. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.
43. Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the Chairperson, the Secretary or any Director at the time appointed for taking the poll.
44. No Member shall have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of membership whether conferred by these articles or otherwise if it is more than three months in arrears with the payment of any of its affiliation.
45. Members of the Board shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons connected with a Member or proxies or duly authorised representative of a Member.



## THE BOARD

- 46. No person shall be appointed a Director:
  - 46.1 Unless he or she has consented so to act; and
  - 46.2 who is not either:
    - 46.2.1 an Eligible Person, or
    - 46.2.2 an executive of the Chamber.
- 47. No person shall become a Non-Executive Observer except an individual appointed by the Board who may appoint up to two persons to act as such from time to time. The Board may remove such person from their post at any time on notice to them. Non-Executive Observers shall (unless the Board resolves otherwise) have the right to receive notice of, attend and speak at Board meetings and receive copies of Board papers but not vote.
- 48. The Board shall consist of between 10 and 16 people (plus any additional directors appointed pursuant to Article 56) and shall be comprised of:
  - 48.1 at least 10 Eligible Persons who satisfy requirement (i) of the definition of an Eligible Person;
  - 48.2 up to five Eligible Persons who satisfy requirement (ii) of the definition of an Eligible Person;
  - 48.3 any additional directors appointed pursuant to Article 56; and
  - 48.4 the Chief Executive.
- 49. Subject to the provisions of the Acts, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may appoint its own meetings and regulate its own proceedings.
- 50. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be three provided that of those present a majority are Eligible Persons satisfying requirement (i) of the definition of an Eligible Person.
- 51. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.
- 52. The Directors may delegate any of their powers to any committee consisting of at least one Board member and such other persons, whether or not Board members, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director such of their powers as they consider desirable to be exercised by that person. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.
- 53. No Director shall be entitled to remuneration for his or her services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine

remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

54. No person shall be appointed or reappointed a Director at any meeting of the Board or a general meeting (as the case may be) unless either:
- 54.1 He or she has been appointed by the Nominations Committee (in the case of Eligible Persons satisfying requirement (i) of the definition of an Eligible Person); or
- 54.2 it has been appointed by the Board pursuant to Article 59 (in the case of Eligible Persons satisfying requirement (ii) of the definition of an Eligible Person); or
- 54.3 not less than 28 nor more than 56 clear days before the date appointed for a general meeting, notice executed by two Members qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Chambers register of Directors together with notice executed by that person of his or her willingness to be appointed or reappointed; or
- 54.4 he or she is the Chief Executive.
55. The Nominations Committee shall meet at least annually and shall notify the members in advance of the date upon which it proposes to meet. The purpose of such meeting is to decide upon which persons the Nominations Committee will appoint as a Director. Any Member who is an Eligible Person satisfying requirement (i) of the definition of an Eligible Person may nominate himself or herself to be considered in writing prior to such meeting. The Board may make such rules governing the Nominations Committee's processes as it sees fit but every person who has nominated himself or herself to be considered shall be considered at such meeting and the decision of the Nominations Committee shall be notified to each such applicant (with or without reasoning as the Nominations Committee in its absolute discretion sees fit).
56. The Chamber may (subject to Article 54.3) by ordinary resolution appoint or reappoint a person who is an Eligible Person and is willing to act as a Director either to fill a vacancy or as an additional Director. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is nominated pursuant to Article 54.3 for appointment or reappointment as a Director at the meeting. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Chamber's register of Directors. Any person appointed or reappointed pursuant to this Article 56 shall be appointed or reappointed until the next Annual General Meeting at which time they shall stand down but shall be eligible for re-appointed (subject to the overall cap of six consecutive years referred to in Article 57).
57. Each Director (unless appointed under Article 56) shall (unless the Board resolves that a shorter period should apply) be appointed for a term of three years and will then be subject to re-nomination for a maximum further term of three years. After holding office as a Director for six consecutive years (excluding any period served pursuant to Article 58) a Director shall retire and shall not then be eligible for re-election for a further period of one year (save as provided in Article 61).
58. The Directors may appoint an Eligible Person satisfying requirement (i) of the definition of an Eligible Person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. Such Director shall only continue until the Nominations Committee next meets.
59. Up to five Directors (excluding for this purpose any Directors appointed to fill vacancies in accordance with Article 58) shall be appointed annually at the first Board meeting following the

Annual General Meeting by those Directors elected in accordance with Article 55 to hold office until the close of the Annual General Meeting next following the date of their appointment. Any Directors so appointed may only be Eligible Persons satisfying requirement (ii) of the definition of an Eligible Person.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

60. The office of a Director shall be vacated if:
- 60.1 He or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director; or
  - 60.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - 60.3 he or she is, or may be, suffering from mental ill-health and either admitted to hospital or having a relevant order made against them, or otherwise cause concern on the basis of their mental ill-health to other Members;
  - 60.4 he or she resigns his or her office by notice to the Chamber;
  - 60.5 (save for the Chief Executive) he or she ceases to be an Eligible Person (unless he or she again becomes an Eligible Person within six months);
  - 60.6 (in the case of the Chief Executive) he or she ceases to be an employee of the Chamber;
  - 60.7 he or she shall for more than four consecutive meetings have been absent without permission of the Directors from meetings of Directors and the Directors resolve that his or her office be vacant; or
  - 60.8 he or she fails to meet the minimum level of attendance which is 60% of Board meetings over a rolling 12 month period.

#### **CHAIRPERSON AND VICE-CHAIRPERSON**

61. The Board shall appoint one of their number who satisfies requirement (i) of the definition of an Eligible Person to be the Chairperson. Such appointment shall (unless the Board resolves otherwise) be for a term of three years whereupon the Board shall appoint a Chairperson for the following three years (or such shorter period that the Board resolves). An Eligible Person may act as Chairperson for up to six years and such six year period may extend beyond a Director's conventional six year maximum consecutive term so that a person may be a Director for a maximum of 12 consecutive years (excluding any period of appointment pursuant to Article 58).
62. The Board may by Majority Resolution terminate the Chairperson's appointment at any time. Should the Chairperson's appointment be terminated then if he or she has already served more than six consecutive years on the Board then he or she shall also be deemed to have his or her post as Director terminated (if he or she has not served more than six consecutive years then his or her termination as Chairperson is without prejudice to his or her appointment as a Director).
63. The Board may appoint one or more of their number to act as Vice-Chairperson to support the role of Chairperson. Such appointment shall be for such period as the Board think fit and such person may have the appointment removed (without prejudice to his or her position as a Director) on notice by the Board.

## **CHIEF EXECUTIVE**

- 64. The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 65. The Chief Executive shall not also be Secretary.
- 66. In relation to his or her duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 67. The Chief Executive in conjunction with the Chairperson and other officers shall be responsible for media relations in connection with representational matters.

## **SECRETARY**

- 68. Subject to the provisions of the Acts, 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 by the Board may be removed by the Board. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Acts are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some member of the Chamber executive) practical effect is given to decisions of the Board.

## **SECTIONS**

- 69. The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section.
- 70. The Board of its own volition and without any application may form a Section.
- 71. The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.

## **BY-LAWS**

- 72. The Board shall have power to make, alter or revoke By-laws which are not inconsistent with these Articles.
- 73. Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:-
  - 73.1 Membership;
  - 73.2 Subscriptions;
  - 73.3 Committees;
  - 73.4 Proceedings of the Board
  - 73.5 Proceedings of the Nominations Committee; and
  - 73.6 Sections.

## DIRECTORS CONFLICTS OF INTEREST

74. The Board may, in accordance with the requirements set out in these Articles authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his or her duty under Section 175 of the Act to avoid conflicts of interest (**Conflict**).
75. Any authorisation under these Articles will be effective only if:
- 75.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- 75.2 any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting at present the Director in question; and
- 75.3 the matter was agreed to without his or her voting or would have been agreed to if his or her vote had not been counted.
76. Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently):
- 76.1 extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
- 76.2 be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and
- 76.3 be terminated or varied by other Directors at any time;
- PROVIDED that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
77. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his or her involvement with the Conflict otherwise than as a Director of the Chamber and in respect of which he or she owes a duty of confidentiality to another person the Director is under no obligation to:
- 77.1 disclose such information to the Director or to any Director or other officer or employee of the Chamber; or
- 77.2 use or apply any such information in performing his or her duties as a Director;
- where to do so would amount to a breach of that confidence.
78. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:
- 78.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict; and
- 78.2 is not given any documents or other information relating to the Conflict;
- but in no circumstances shall the Director in question be permitted to vote or count in the quorum at any future meeting of Directors in relation to any resolution relating to the Conflict.

79. If the Directors authorise a Conflict:
- 79.1 the Director will be obliged to conduct himself or herself in accordance with the terms imposed by the Directors in relation to the Conflict;
- 79.2 the Director will not infringe any duty he or she owes to the Chamber by virtue of sections 171 to 177 of the Act provided he or she acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
80. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director) to account to the Chamber for any remuneration, profit or other benefit which he or she (or the Member through which he or she is qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **MINUTES**

81. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, the Board, Sections (if any) and Committees, including the names of Members and Board, Section or Committee members present at each such meeting.
82. All minutes shall be open to inspection by any Director. Minutes of meetings of the Nominations Committee, any Section and any Committee shall also be open to inspection by Members.

## **THE SEAL**

83. The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 44 of the Companies Act 2006. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register.

## **ACCOUNTS**

84. The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chamber.

## **AUDITORS**

85. Auditors shall be appointed and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Board.

## **NOTICES**

86. Any notice to be given pursuant to the Articles shall be in writing.
87. The Chamber may give any notice to a Member, an Honorary Member or the Auditors either:
- 87.1 by delivering it by hand to the last known address;

- 87.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
- 87.3 by fax to a fax number notified to the Chamber;
- 87.4 by electronic communication to an address notified to the Chamber;
- 87.5 by a website the address of which shall be notified to the Member, Honorary Member or Auditor in writing.
88. If a notice is sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by post, at the expiration of forty-eight hours after the envelope containing it was posted.
89. If a notice is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member, Honorary Member or Auditor.
90. If a notice is sent by fax, it is treated as being delivered at the time it was sent.
91. If a notice is sent by Electronic Communication, it is treated as being delivered at the time it was sent.
92. If a notice is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
93. A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

#### **INDEMNITY**

94. Subject to section 232 of the 1985 Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Chamber (other than any person (whether an officer or not) engaged by the Chamber as auditor) shall be indemnified out of the Chambers assets against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution of his or her duties, or in relation thereto including any liability incurred by him or her in defending any civil or criminal proceedings, in which judgement is given in his or her favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him or her relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.
95. The Chamber may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chamber or in relation to its affairs.
96. The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of the Acts.

#### **WINDING-UP**

97. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up.