

The Companies Acts 2006

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COMPANY LIMITED BY GUARANTEE

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**of**

**COVENTRY & WARWICKSHIRE CHAMBER OF COMMERCE**

Date of Incorporation: 8<sup>th</sup> March 1990

Registered Number: 2478695

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**Coventry & Warwickshire Chamber of Commerce**

- 1 In this Memorandum of Association:
  - 1.1 Reference to **"person"** shall be deemed to include in addition to any corporate or unincorporated body, partnership, public body, professional body, or other organisation; and
  - 1.2 References to the singular shall be deemed to include the plural and references to the masculine gender the feminine and neuter genders and vice versa.
- 2 The name of the company (the **"Company"**) is Coventry & Warwickshire Chamber of Commerce.
- 3 The registered office of the Company will be situated in England and Wales.
- 4 The objects for which the Company is established are:
  - 4.1 to promote and protect the trade, commerce and industry of Coventry and Warwickshire and surrounding districts and to promote and protect the home and overseas trade, commerce and industry of the United Kingdom;
  - 4.2 to consider all questions connected with the United Kingdom trade commerce and industry and to collect and circulate whether by means of circulars, pamphlets, magazines or journals, commercial statistics and information relating thereto and to publish such statistics and information;
  - 4.3 to promote support or oppose United Kingdom or foreign legislation or other measures affecting trade, commerce and industry;
  - 4.4 to promote and provide vocational education and training and re-training of the public and temporary work schemes of any nature, whether associated with the provision of training or otherwise, to improve the skills of the workforce and to promote the development of industry, commerce and enterprise of all forms for the benefit of the community in and around the Area and surrounding district and in furtherance of these objects and for these purposes (but without prejudice to the generality of the foregoing) to:

- (a) examine the local labour market and assess key skill needs, prospects for increasing local employment and the adequacy of existing training opportunities;
  - (b) devise, implement and monitor local training, education and work experience programmes for young people, unemployed people and adults requiring new knowledge, skills and technical training;
  - (c) develop, secure and provide training, advisory, consultative and other support services and advice to and for local businesses; and
  - (d) promote the development of existing businesses and the establishment of new businesses;
- 4.5 to promote the interest generally of United Kingdom trade commerce and industry by establishing and operating or helping to establish and operate whether by giving financial support or otherwise exhibition centres and trade fairs both at home and abroad;
- 4.6 to promote, support and protect local economic development, strategic planning and strategic direction in the fields of economic development and education; and
- 4.7 To develop and improve the economic structure in the region in partnership or association with other interested organisations and to carry on all or any of the businesses of consultants and advisers on all matters to enable the Company to carry out contracts with Government Departments.

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

- 5 In furtherance of said objects but not further or otherwise the Company shall have the following powers:
- 5.1 to purchase, lease, hire or otherwise acquire and also (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein);
  - 5.2 to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities;
  - 5.3 to borrow and raise money upon banking account or otherwise to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds,

debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit;

- 5.4 to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise than in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same;
- 5.5 either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any individual firm or company;
- 5.6 to compile, print publish or otherwise disseminate or procure the compilation printing publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show films and videotapes or to procure the broadcasting, televising or the making, issuing and showing of films and videotapes;
- 5.7 to establish, undertake and execute any trusts which may lawfully be undertaken to the Company;
- 5.8 to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated);
- 5.9 to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, subscriptions, devises and bequests in an manner from time to time permitted by law;
- 5.10 generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons by way of subscription donation (including deeds of covenant) and otherwise;
- 5.11 to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other person to become the member of any other company and to liaise, communicate, co-operate or co-ordinate with any person in all or in any parts of the world;
- 5.12 to subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with, any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof or interests therein;
- 5.13 to transfer any property whether real or personal to any person whether for some specific object or purpose or for a general object or purpose;

- 5.14 to give guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company) for any borrowing by or the performance of the contracts or obligations of any person;
- 5.15 to employ, hire or otherwise obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisers of the Company and any other person;
- 5.16 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 5.17 to draw, make, accept, endorse, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 5.18 to invest moneys of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit;
- 5.19 to undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry;
- 5.20 to subscribe to and promote the objects of any society or association having similar objects to all or any of the objects of the Company and which by its constitution prohibits the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company by Clause 10 hereof and to encourage and support any society, association or movement not formed for or involving profit of any kind for the improvement of commercial law;
- 5.21 to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects and where such society or association is a body corporate to promote its incorporation or to subscribe to its shares upon incorporation or to acquire all or any part of the share capital after incorporation;
- 5.22 to undertake and carry out alone or jointly with others to the office or offices and duties of trustee, custodian trustee, attorney or nominee of or for any person, association, scheme, trust fund or any member and to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects and as such trustee aforesaid to receive payments and commissions for acting as trustee and in the execution and management of any pension scheme;
- 5.23 without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation to import and export of goods into and out of the United Kingdom and other Conventions which may from time to time be ratified by the Government of the United Kingdom;

5.24 to do all such other things as the board of directors may consider to be incidental or conducive to the attainment of the above objects or any of them provided that:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- (b) the Company's objects shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers; and
- (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property, the directors or trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such directors or trustees would have been if no incorporation had been effected; and
- (d) the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or Charity Commission over such directors or trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

6 The income and profits of the Company however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- 6.1 of reasonable and proper remuneration to any Director, member, officer or servant of the Company for any services rendered to the Company;
- 6.2 of a reasonable and commercial rate of interest on money lent to the Company; and
- 6.3 of reasonable and proper rent for premises demised or let by any member of the Company.

7 The income and profits of the Company may be used to promote, support or oppose any United Kingdom, European Union or foreign legislation or other measures or to engage in lobbying activities the primary or principal purpose of which is to influence the executive functions of any governmental or local authority. The Company shall represent, express and give effect to the opinions of the trading, commercial and

industrial community of Coventry and Warwickshire and surrounding district on any matter affecting such interests. Having been instituted (inter alia) for these purposes the Company shall not become affiliated to or subscribe any of its funds to any political party.

- 8 The liability of the members is limited.
- 9 Every member of the Company undertakes to contribute to the assets of the Company in the event that the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
- 10 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid 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 an extent at least as great as is imposed on the Company under or by virtue of Regulation 6 hereof, such association, body or bodies (whether corporate or not) or trust to be determined by the Members and standing to the credit for the Membership Fund) approved by the Secretaries of State and (in the case of monies and assets standing to the credit of the Membership 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 determinations 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.
- 11 The provisions of clause 10 and this clause 11 may not be altered or deleted by resolution of the members or otherwise.

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**Coventry & Warwickshire Chamber of Commerce**

(Adopted by special resolution passed on 2025)

PRELIMINARY

**INTERPRETATION**

1. In these Articles:

- 1.1 the following words and phrases shall bear the meanings respectively assigned thereto:
- (a) **"the Accounts"** means the accounting records kept by the Chamber in accordance with sections 386 to 389 of the Act
  - (b) **"the Act"** means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force
  - (c) **"Adoption Date"** means the date of unconditional adoption of these Articles of Association
  - (d) **"Annual General Meeting"** means the meeting held by the Chamber pursuant to Article 15
  - (e) **"the Auditors"** means the auditors for the time being of the Chamber
  - (f) **"the Board"** means the board of directors of the Chamber
  - (g) **"Board Special Resolution"** means a resolution passed by a majority of not less than 75% of the Directors present at a quorate and properly convened Board meeting
  - (h) **"the Chair"** means the Non-Executive Director appointed to role of the Chair in accordance with Article 39
  - (i) **"the Chamber"** means the above named Company



- (j) **"the Chief Executive"** means the person appointed to the role of chief executive pursuant to Article 62
- (k) **"Branches"** means the four Branch Chambers in Warwickshire and the Coventry Branch as referred to in Article 10 and **"Branch"** shall mean any one of them
- (l) **"Director"** means a member of the Board of the Chamber or a director as referred to in the Act
- (m) **"an Expert"** means an individual appointed by the Board for their particular expertise in accordance with Article 50
- (n) **"the Finance Director"** means the Director appointed to role of finance director in accordance with Article 63
- (o) **"General Meeting"** means a meeting held by the Chamber other than an Annual General Meeting pursuant to Article 16
- (p) **"a general meeting"** means an Annual General Meeting or a General Meeting
- (q) **"the Interim Period"** means the period between the Adoption Date and the following Annual General Meeting
- (r) **"Member"** bears the meaning assigned thereto in the Act
- (s) **"Non-Executive Director(s)"** means all Directors excluding the Chief Executive and the Finance Director
- (t) **"the Office"** means the registered office of the Chamber
- (u) **"the President"** means the person appointed to such office pursuant to Article 64
- (v) **"these presents"** means these Articles of Association and the Memorandum of Association of the Chamber from time to time in force
- (w) **"R&S Committee"** has the meaning given to it in Article 59
- (x) **"the Rules"** means the rules, regulations and terms of reference set by the Board pursuant to their power in Article 53
- (y) **"the Secretary"** means any person appointed to perform the duties of the secretary of the Chamber
- (z) **"the Vice-Chair"** means the person appointed to such office pursuant to Article 39

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to 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.

- 1.3 Words interpreting the singular number only shall include the plural number and vice versa.
- 1.4 Words importing the masculine gender shall include the feminine gender.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these presents.
- 1.6 References to an "organisation" shall be deemed to include (as the context so admits or requires) any company, firm or partnership.

## **OBJECTS**

2. The Chamber is established for the objects stated in the Memorandum of Association.

## **HONORARY MEMBERS**

3. The Board may from time to time invite distinguished persons to be honorary members of the Chamber on such terms as it thinks fit.
4. An honorary member shall not be required to pay any annual subscription or other monies to the Chamber, but they shall be entitled to all the rights and privileges of membership.
5. The Board may from time to time, remove the title and privileges of an honorary member.

## **MEMBERS**

6. For the purposes of registration the number of Members is declared to be unlimited.
7. Membership shall be open to:
  - (a) individuals who are in business on their own account ("**Individual Members**"); and
  - (b) companies, corporations, firms, partnerships and other organisations in or interested in commerce, industry or trade, charities, schools, universities and other educational establishments, and any other organisation that the Chamber's Board or membership executives consider suitable for membership ("**Corporate Members**").
8. 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 they are a Member or within one year after they cease to be a Member, for:
  - 8.1 payment of the Chamber's debts and liabilities contracted before they cease to be a Member;
  - 8.2 payment of the costs, charges and expenses of the winding up, and
  - 8.3 adjustment of the rights of the contributories among themselves.
9. It shall be lawful for any person being a Member of the Chamber to guarantee any larger sum than £1 by executing a bond or subscription contract with the Chamber to that effect.

10.

10.1 The Chamber shall keep an accurate register of members of the Chamber available for inspection at the Office and which shall record the Branch to which the Member is affiliated. The Branches which have been established by the Chamber are:

- (a) the North Warwickshire Branch;
- (b) the Rugby District Branch;
- (c) the Mid-Warwickshire Branch;
- (d) the South Warwickshire Branch; and
- (e) the Coventry Branch,

a Member's affiliation to any Branch shall be determined by the address of that Member on the register of members or if any Member so elects, by notice in writing to the Chamber of that Member's desire to be affiliated to any other Branch.

#### **ADMISSION OF MEMBERS AND SUBSCRIPTION**

11. New Members shall be admitted by the membership executives of the Chamber on payment of the membership fee. 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 or membership executives of the Chamber, part of such payment may be postponed to a later date if determined by the Board or membership executives of the Chamber. The annual subscriptions payable by Members shall be such sums as may, from time to time, be determined by the Board or membership executives of the Chamber and shall become due and payable in each year on the first day of the month in which the application was made or on such other date or dates as may be determined by the Board or membership executives of the Chamber.

#### **RIGHTS OF MEMBERSHIP**

12. Members paying their subscriptions shall be entitled to attend and vote at general meetings of the Chamber. Any number of individuals representing a Corporate Member may attend and participate in general meetings of the Chamber, but subject to any Rules for the time being in force only the nominated representative of a Corporate Member shall be entitled to vote on behalf of an organisation. The chairman of any general meeting of the Chamber shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said right to vote.

#### **NON-PAYMENT OF SUBSCRIPTIONS**

13. No Member whose subscription is in arrears shall be entitled to exercise the rights of membership and unless the Board otherwise determines, any Member whose subscription shall be more than 3 months in arrears shall ipso facto cease to be a Member and their name shall be struck off the register of members.

#### **EXPULSION AND RETIREMENT OF MEMBERS**

14.

- 14.1 The Board may by majority resolution expel any Member at any time provided that:
- (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
- 14.2 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.
- 14.3 Any Member wishing to retire from the Chamber must give written notice to that effect to the Board or the membership executives of the Chamber at least one month before the date upon which their subscription for the following year shall next be due.

#### **GENERAL MEETINGS**

15. The Chamber shall in each year hold an Annual General Meeting. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
16. All general meetings other than Annual General Meetings shall be called General Meetings.
17. The Board may, whenever they think fit, convene a General Meeting and General Meetings shall also be convened on requisition in accordance with the Act.

#### **NOTICE OF GENERAL MEETINGS**

18. A general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and all other general meetings of the Chamber shall be called by fourteen days' notice in writing at the least. A notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. All notices shall be given in the manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Board to such persons as are, under the Articles of the Chamber, entitled to receive such notices from the Chamber.
19. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

20. All business transacted at general meetings shall be deemed special with the exception in the case of an Annual General Meeting of the consideration of the Accounts and the reports of the Board and the Auditors, election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
21. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members present in person or by proxy shall be a quorum. Subject to Article 36.2, the Chair shall preside as chairman at every general meeting of the Chamber, or if they should not be present within fifteen minutes after the time appointed for the holding of the general meeting, or is unwilling to act, the Vice-Chair shall preside as chairman or in their absence the Directors present shall elect one of their number to be chairman of the meeting.
22. If within half an hour from the time appointed for the general meeting a quorum is not present, the general meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to such other time and place as the chairman of the meeting may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the general meeting the Members present shall be a quorum.
23. The chairman of a general meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the general meeting, adjourn the general meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.
24. At any general meeting a resolution put to the vote of the general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:
  - 24.1 by the chairman of the general meeting; or
  - 24.2 by at least twenty-five Members present in person or by proxy having the right to vote at the general meeting.
25. Unless a poll be so demanded, a declaration by the chairman of the general meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the minutes of proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
26. If a poll is duly demanded it shall be taken in such manner as the chairman of the general meeting directs and the result of the poll shall be deemed to be binding in respect of the resolution for which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting shall be entitled to a second or casting vote.

## **VOTES OF MEMBERS**

28. 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 Chamber in respect of their membership shall be entitled to vote on any question either personally or by proxy at any general meeting. Every Member shall have one vote.
29. Votes may be given on a poll either personally or by proxy. On a show of hands any Individual Member present personally, or by proxy shall have a vote. A Corporate Member may vote by its duly authorised representative appointed as provided by Section 323 of the Act or by proxy. The Board may require evidence of the authority of the person claiming to act as a representative of an organisation which is a Corporate Member and such person shall not be entitled to attend and vote at a meeting of the Chamber and the Chamber may decline to accept any document, instrument or notice signed by such person, if that person or the organisation which they claim to represent fails to comply with any such request.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised on its behalf.
31. Subject to the Act, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Chamber or at such other address and in such form as is specified in the notice calling the meeting not less than forty-eight hours before the time appointed for holding the general meeting.
32. A vote given or a document, instrument or notice signed by the duly authorised representative of an organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received at the Office before the commencement of the general meeting or adjourned general meeting at which the vote is given (or as the case may be) before the document, instrument, or notice takes effect.
33. Any instrument appointing a proxy shall be in the following form or such form as the Board determines:

"I/We

"of

"a member of Coventry & Warwickshire Chamber of Commerce

"hereby appoint

"of

"and failing them the chairman of the general meeting

"to vote for me/us and on my/our behalf at the (Annual or General Meeting, or Adjourned, as the case may be) General Meeting of the Chamber to be held on the [ ] day of [ ] 20[ ] and at every adjournment thereof

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

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

### **COMPOSITION OF THE BOARD**

34.

34.1 Unless or until otherwise determined by special resolution of the Members and subject to Article 36, the Board shall comprise nine Directors of whom:

- (a) one shall be the Chief Executive;
- (b) one shall be the Finance Director; and
- (c) seven shall be Non-Executive Directors (of which, one shall be appointed as the Chair),

each being either Individual Members or a representative of a Corporate Member elected by the provisions of these Articles.

34.2 The Non-Executive Directors shall be elected by the Members without reference to Branch affiliation and subject to the provisions hereof; the Non-Executive Directors shall serve for a fixed term of three years. If willing and eligible, Non-Executive Directors may stand for election for a further three year term. If willing, and at the sole discretion of the Board in exceptional circumstances, a Non-Executive Director may stand for one further and final three year term. Each term shall end at the close of the Annual General Meeting in the relevant year.

35. Vacancies occurring among the Directors in any category may be filled by the Board at its sole discretion save that all Directors so appointed shall be Individual Members or a representative of a Corporate Member. Directors so appointed shall serve as such until the close of the Annual General Meeting next following. The Board shall have the power to act notwithstanding that any vacancy remains unfilled.

### **INTERIM PERIOD**

36. During the Interim Period, the Board shall comprise of nine Directors of whom:

- (a) one shall be the Chief Executive;
- (b) one shall be the President;
- (c) one shall be the Finance Director; and
- (d) six shall be Non-Executive Directors.

36.2 Following the Adoption Date, the Board shall determine which existing Non-Executive Directors (the "**Appointed Directors**"), shall comprise the new Board alongside the existing

Chief Executive, President and Finance Director and those Non-Executive Directors not appointed will resign from the Board. The Appointed Directors shall have staggered terms as follows:

36.2.1 two Appointed Directors to serve until the Annual General Meeting in 2026;

36.2.2 two Appointed Directors to serve until the Annual General Meeting in 2027; and

36.2.3 two Appointed Directors to serve until the Annual General Meeting in 2028,

the Chief Executive and Finance Director will continue as a member of the Board until their current term ends in accordance with these Articles.

- 36.3 At the Annual General Meeting following the Adoption Date, the President will resign as the President but shall remain as a Non-Executive Director and the Chair will be elected in accordance with Article 39 to replace the President on the Board.

## **ELECTION**

- 36.4 Excluding the Annual General Meeting following the Adoption Date, at least eight weeks prior to the Annual General Meeting a list shall be sent to every Member indicating the Non-Executive Directors who have vacated office or are due to vacate office and those approved candidates who are eligible and willing to be elected.

- 36.5 Only Individual Members and representatives of Corporate Members may be nominated for election as Non-Executive Directors. No person shall be submitted for election as a Non-Executive Director unless:

- (a) they shall have agreed in writing to offer themselves for election;
- (b) they have been nominated by any five Members of the Chamber; and
- (c) the R&S Committee have approved such candidate (in relation to such experiences and competencies the vacant role(s) require) in accordance with Article 61.3.

- 36.6 Candidates for election must be nominated on the official nomination paper kept at the Office as approved by the Board from time to time. Nominations must be made on or before a date as determined by the Board and notified to Members. There shall be entered on a nomination paper, in addition to the candidate's name, their position in any Corporate Member nominating them.

- 36.7 If the number of candidates nominated and approved for election (by the R&S Committee) to serve as Non-Executive Directors shall not exceed the number of vacancies to be filled, such candidates shall be deemed elected and the result of such election declared at the next Annual General Meeting.

- 36.8 If on any occasion that elections to the Board are held it shall be apparent on the close of the nominations that there are insufficient candidates approved to fill any of the categories listed in Article 34.1 above, then the Board shall appoint such Non-Executive Directors as it shall think fit to fill such vacant posts. Any such Non-Executive Director shall serve as



such only until the close of the Annual General Meeting next following the date of their appointment.

## **VOTING**

37.

37.1 If the number of approved candidates for the position of Non-Executive Director exceeds the number to be elected, the Secretary shall issue voting papers to all Members. As a minimum, the voting papers shall list the names of all the approved nominees for the post of Non-Executive Director as are vacant in that particular year, having regard to the requirement for Non-Executive Directors to retire by rotation.

37.2 Subject to the provisions of this Article 37, the voting papers shall be in the form determined by the Secretary. Unless the Board determines otherwise, voting papers must be returned to the Office not less than 7 days before the Annual General Meeting, failing which they shall be invalid.

37.3 The Board may determine, in their absolute discretion, to use an electronic or online system to obtain the voting of Members in relation to the Director elections.

38. The Secretary and one Member appointed as scrutineer by the Board shall examine the voting papers prior to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared elected at the Annual General Meeting. In case of equality of votes, the Chair or in their absence the Vice-Chair shall have a casting vote. A declaration of the chairman of the Annual General Meeting of those persons elected to the Board shall be binding.

## **OFFICERS OF THE BOARD**

39. At the first Board meeting following (i) the resignation of the President (under Article 36.3) or (ii) the expiry of the existing Chair's and Vice-Chair's terms, the Directors shall elect from the Non-Executive Directors a person with the relevant experience who shall be known as the Chair, and a person who shall be known as the Vice-Chair of whom shall, subject to these Articles, hold office from the meeting at which they are elected until the close of the meeting at which their successor is elected under this Article 39. Subject to Article 42, the usual term of office for the Chair or Vice-Chair shall be the shorter of (a "**Term**");

39.1 the period of three years ending on the Annual General Meeting in the third year; or

39.2 the period ending on the date the Chair or Vice-Chair ceases to be a Non-Executive Director.

40. A retiring Chair or Vice-Chair may stand for re-election by the Board for one further consecutive Term. If willing, and at the sole discretion of the Board in exceptional circumstances, the Chair or Vice-Chair may stand for one further and final Term.

41. The Chair and the Vice-Chair, shall have the responsibilities set out in the relevant Rules and these Articles.

42. The Board may remove the Chair or Vice-Chair from office as follows:

- 42.1 from time to time the Chief Executive, Finance Director and any three of the Non-Executive Directors may requisition the Secretary, and upon requisition of the Secretary shall include in the notice for the next meeting of the Board a resolution proposing that the term of office of the Chair or the Vice-Chair shall be determined with immediate effect;
- 42.2 at the said Board meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chair or the Vice-Chair, to be heard. The meeting will for the purposes of that resolution not be chaired by the officer in question. The resolution will then be put to the vote;
- 42.3 if the said resolution is passed, or in the event of death or resignation of the Chair or the Vice-Chair, the Board shall forthwith appoint a replacement who shall hold office for the remainder of the term for which their predecessor was elected and shall be entitled to be re-elected for two further terms.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

- 43. The office of Director shall be vacated:
  - 43.1 if 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;
  - 43.2 if by notice in writing to the Chamber they resign their office;
  - 43.3 if they cease to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
  - 43.4 if they are removed from office by a resolution duly passed pursuant to Section 168 or the Act;
  - 43.5 if they or (in the case of a representative of a Corporate Member) the organisation which they represent ceases to be a Member.
- 44. The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the undermentioned circumstances:
  - 44.1 if they become bankrupt or make any arrangement or composition with their creditors;
  - 44.2 if they shall have been absent for at least four consecutive meeting of the Board without reasonable cause;
  - 44.3 if their employer (being a corporation) shall go into liquidation or shall have a receiver or administrative receiver appointed or an administration order made against it.

#### **PROCEEDINGS OF THE BOARD**

- 45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the Chair, the Vice-Chair, Secretary or Chief Executive. The Chair, Vice-Chair or any three Directors may at any time require

the Secretary to convene a meeting of the Board. Meetings shall be convened by no less than three days' notice unless the Chair or the Chief Executive of the Board shall otherwise determine in order to deal with matters of urgency. The Board shall meet a minimum of six times per year, with a minimum of one meeting per quarter.

46. Three Non-Executive Directors (or such greater number as the Board may from time to time resolve) plus the Chief Executive or the Finance Director shall form a quorum.
47. Subject to Article 42.3 the Chair, or in their absence the Vice-Chair, or in their absence any other Director other than the Chief Executive shall chair all meetings of the Board and each Director shall have one vote. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

#### **POWERS OF THE BOARD**

48. The Business of the Chamber shall be managed by the Board.
49. Without prejudice to any provisions in these Articles the Board may:
  - 49.1 bring before any General Meeting any matters which it considers material to the objects or interest of the Chamber as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Chamber;
  - 49.2 take cognisance of any matter which may be brought before it affecting the Chamber or any of its Members;
  - 49.3 delegate powers within stated terms of reference to the Chief Executive;
  - 49.4 approve the formation of area offices and branches;
  - 49.5 authorise the payment by the Chamber to the Board of all or any out of pocket expenses reasonably incurred by them in the performance of their duties.
50. The Board may appoint an Expert as and when they see fit with relevant expertise for a fixed period and on terms to which the Board shall determine. There shall be no limit on the number of Experts the Board may appoint at any one time. Such Experts may attend Board meetings but do not have the right to vote.
51. No Director may appoint another person as their alternate for any purpose whatsoever.
52. All cheques, drafts, bills of exchange and receipts for moneys paid to the Chamber shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.
53. The Board may make such Rules as may be necessary for regulating the nomination election and retirement of Directors, the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Chamber, the appointment of its own meetings, the proper supervision and use of the funds of the Chamber, the conduct of arbitrations, and the regulation of the Board and the committees and affairs of the Chamber provided they be not repugnant to or inconsistent with the terms of these presents. The Board may at any time and from time to time

revoke or alter any of the said Rules provided that this shall not authorise the making, revoking or altering of any Rules without a Board Special Resolution. Any changes to the Rules that contravene or are inconsistent with the provisions of these Articles will require a passing of a special resolution of the Members.

#### **DIRECTORS INTERESTS**

54. Subject to the provisions of the Act, and provided that they have disclosed to the Board the nature and extent of any material interest ("**Interest**") of theirs, a Director notwithstanding their office:
- 54.1 may be a party to, or otherwise interested in, any transactions or arrangement with the Chamber or in which the Chamber is otherwise interested;
  - 54.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Chamber or in which the Chamber is otherwise interested; and
  - 54.3 shall not, by reason of their office, be accountable to the Chamber for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit,  
  
provided always that a Director may not vote on any resolution or matter in which they have an Interest and if they so vote their vote shall not be counted whether on a show of hands or on a poll.
55. For the purpose of Article 54:
- 55.1 a general notice given to the Board that a Director is to be regarded as having an Interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an Interest in any such transaction of the nature and extent so specified; and
  - 55.2 an Interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an Interest of theirs; and
  - 55.3 a Director shall not be deemed to have an Interest in any matter or transaction unless they or any person connected with them shall derive or be likely to derive a financial or other benefit therefrom. For this purpose "**connected**" shall have the meaning given in section 1122 of the Corporation Tax Act 2010.

#### **COMMITTEES OF THE BOARD**

56. The Board may from time to time establish committees from amongst its Directors and/or Members and shall constitute the same as it shall think fit (provided that at least one member of each committee is a Director). The chair of any committee shall, unless otherwise specified in these Articles, be determined by the Board.

57. The Board may delegate to the committees such of its powers, authorities and discretions as it thinks fit and each such committee may exercise the same accordingly subject to any Rules, regulations or directions made or given by the Board.
58. The Chief Executive shall on the requisition of the Chair of a committee at any time summon a meeting thereof. Subject as aforesaid, and to any regulations or directions applicable to it, the meetings and proceedings of each committee shall be governed by the provisions of these Articles relating to meeting and proceedings of the Board so far as the same may be capable of being made applicable thereto.

#### **THE RECRUITMENT AND SELECTION COMMITTEE**

59. The Board shall form the Recruitment and Selection Committee (the “**R&S Committee**”) which will be constituted with a minimum of the Chief Executive, a Non-Executive Director and an Expert. One further Non-Executive Director can sit on the R&S Committee if determined by the Board.
60. The quorum for meetings of the R&S Committee shall be three members of the R&S Committee.
61. The R&S Committee, amongst any other duties as the Board shall determine from time to time, shall have responsibility for:
  - 61.1 actioning a clear strategy to ensure as diverse a group of candidates as possible for all positions;
  - 61.2 leading on the recruitment for the Chief Executive and making recommendations to the Board for suitable candidates; and
  - 61.3 leading the recruitment process for new Non-Executive Director and President positions, including:
    - 61.3.1 setting out the required competencies and experiences for those positions and detailing such in the job description; and
    - 61.3.2 assessing and approving candidates against such requirements.

#### **CHIEF EXECUTIVE**

62. The Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The Board may from time to time by resolution appoint an assistant or deputy chief executive and any person so appointed may act in place of the Chief Executive, if there is no Chief Executive or none capable of acting. The Chief Executive shall carry out such duties as are delegated to them from time to time by the Board.

#### **FINANCE DIRECTOR**

63. The Finance Director shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Finance Director so appointed may be removed by it. The Finance Director shall carry out such duties as are delegated to them from time to time by the Board.

## **PRESIDENT**

64. The President shall be elected by a simple majority of the Members at an Annual General Meeting, following the nomination of candidates by the R&S Committee.
65. The term of the President shall be one year from the close of the Annual General Meeting at which the election took place. A retiring President may be nominated by the R&S Committee to serve a maximum of one further term of one year.
66. If the President is deemed to be underperforming, they may be removed by Board Special Resolution, and the Board may appoint an interim president to fill the role of President until the next Annual General Meeting.
67. The President may attend Board meetings but does not have the right to vote.
68. The President shall carry out such duties as are delegated to them from time to time by the Board.

## **COMPANY SECRETARY**

69. Subject to Section 16(6) of the Act, and unless otherwise determined by the Board, the Chief Executive shall be appointed as company Secretary by the Board at such remuneration and on such conditions as the Board may think fit. The Secretary may be removed by the Board or by the Chamber in a General Meeting.
70. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## **STAFF AND AGENTS**

71. Such officials and assistants as may be required shall be appointed by the Board on salaries and terms to be fixed by the Board, to carry out such duties as are delegated by the Board from time to time.
72. The Board may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by the Chamber and to the wives, widows, children or other relations and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes, (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

## **INDEMNITY AND INSURANCE**

73. Subject to Article 74, a Director or former Director of the Chamber may be indemnified out of the Chamber's assets against:
  - 73.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber;

- 73.2 any liability incurred by that Director in connection with the activities of the Chamber in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or
- 73.3 any other liability incurred by that Director as an officer of the Chamber.
74. These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
75. The Directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any Director or former Director in respect of any relevant loss. In this Article, a “relevant loss” means any loss or liability which has been or may be incurred by a Director or former Director in connection with that Director’s duties or powers in relation to the Chamber or any pension fund of the Chamber.

## **RECORDS**

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

## **GENERAL**

78. All acts bona fide done by any meeting of the Board or any committee of the Board or any person acting as a member of the Board or committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or committee.

## **ACCOUNTS**

79. The Board shall cause accounting records to be kept in accordance with Sections 386 to 389 of the Act.
80. The accounting records shall be kept at the Office, or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
81. The Board shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the Chamber shall be

open to the inspection of Members and no Member shall have the right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in a General Meeting.

82. Once at least in every year the financial statements of the Chamber shall be examined and the correctness of those statements reported on by the Auditors. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act, the members of the Board being treated as the Directors mentioned in that Part.
83. At the Annual General Meeting in each year, the Board shall lay before the Chamber audited financial statements for the period since the last preceding accounts made up to a date not more than six months before such meeting together with a proper balance sheet made up as at the same date.

## **NOTICES**

84. Notices shall be in writing and may be served upon Members by one of the following methods:
  - 84.1 personally, by handing the notice to the Member or delivering it by hand to the address of the Member as entered in the Register of Members;
  - 84.2 by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members; or
  - 84.3 by email to such email address as the Member shall have notified to the Chamber, by publication on the Chamber website or by other form of electronic communication.
85. Where a notice is:
  - 85.1 delivered personally, the notice shall be deemed to have been received at the time that it is handed to the Member or left at the address for such Member as entered in the register of Members;
  - 85.2 sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted;
  - 85.3 sent by email, the notice shall be deemed to have been received at the time of transmission;
  - 85.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
86. If deemed receipt under Article 85 would occur outside business hours in the place of receipt, it shall be deferred until business hours resume. In this Article 86, business hours means 9.00 am to 5.00 pm Monday to Friday on a day that is not a public holiday in the place of receipt and all references to time are to local time in the place of receipt.

## **COMPANY ADDRESS**



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

#### **WINDING UP**

88. The provisions of Regulation 10 of the Memorandum of Association of the Chamber relating to winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated herein.