

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
HEREFORDSHIRE AND WORCESTERSHIRE
CHAMBER OF COMMERCE**

(Adopted pursuant to a Special Resolution passed on 11th July 2018)

1. In these Articles:

1.1 the following words and phrases shall bear the meanings respectively assigned thereto

"Accounts" means the annual accounts required to be produced by the Company under the terms of the Act;

the **"Act"** means the Companies Act 2006 as amended from time to time;

"Adoption Date" means the date of unconditional adoption of these Articles of Association;

"AGM" means the General Meeting of the Company to be held annually in accordance with the provisions of article 18;

the **"Area"** means the Counties of Herefordshire and Worcestershire;

the **"Area Councils"** means the councils elected for each of the Areas in accordance with the provisions of articles 44 to 54, and **"Area Council"** shall mean either of them;

the **"Auditors"** means the Auditors for the time being of the Company;

"Balance Sheet" means the balance sheets of the Company which form part of the accounts;

the **"Board"** means the board of directors of the Company;

"Bye-Laws" means bye-laws created by the Board for the purposes set out in article 80;

the **"Chair"** means the person appointed to such position from time to time under the provisions of article 64;

"Chamber Account" mean the bank account maintained by the

Company from time to time;

"Chief Executive" means person appointed to such position from time to time under the provisions of article 86;

the **"Company"** means the above named Company;

"Conflict" shall have the meaning set out in article 85;

"Constitution" means the Articles of Association of the Company and any Bye-Laws from time to time in force;

"County Councils" means Worcestershire County Council and the County of Herefordshire District Council;

"Director" means a member of the Board of Directors of the Company or a director as referred to in the Act;

"Eligible Person" means the Chair or Chief Executive or top level operational Manager or, in respect of a partnership, a senior partner, at local level of a Member ;

"General Meeting" means a general meeting of the Company;

"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to article 3;

"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" bears the meaning assigned thereto in the Act;

"Minutes of Proceedings" means the minutes of General Meetings of the Company;

the **"Office"** means the registered office of the Company;

"Organisation" means any type of business organisation satisfying the admission criteria set out in article 6;

"Past Chair" means a person who has previously held the office of Chair of the Company;

the **"Secretary"** means any person appointed to perform the duties of the secretary of the Company;

"Sub-Committee" shall have the meaning set out in article 76;

"these presents" means these Articles of Association and the

memorandum of association of the Company from time to time in force;

"Vice Chair" means the person appointed to such position from time to time under the provisions of article 64.2.

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 1.3 Words importing the masculine gender shall include the feminine gender.
- 1.4 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.
- 1.5 References to an "organisation" shall be deemed to include (as the context so admits or requires) any company, firm, or partnership.

Objects

2. The Company is established for the objects stated in its memorandum of association.

Honorary Appointments

3. The Company and/or the Board may from time to time invite distinguished persons to be Honorary Members of the Company on such terms as it thinks fit.
4. An Honorary Member shall receive notice of and shall be entitled to attend all General meetings to speak but not to 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 Company.

Members

5. For the purposes of registration the number of Members is declared to be unlimited. Such persons (meeting the criteria for membership referred to below) as the Board shall admit to membership shall be the Members of the Company.
6. The persons eligible for admission as Members are:
 - 6.1 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), companies, firms and organisations carrying on business as manufacturers, merchants, bankers and members of professions;

6.2 local authorities, charities, voluntary organisations, public sector organisations, schools, colleges and universities;

and any other organisation engaged in trade, agriculture, commerce or industry in the Area Provided that the Board shall ensure that those Members listed in sub-clause 6.1 of this article shall always constitute a majority of the Members.

7. It shall be lawful for any person being a Member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contracts with the Company to that effect.
8. The Company shall keep an accurate register of Members of the Company which may be inspected by any Member at the Office.
9. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

Admission of Members

10. Unless waived by the Board in any particular case and for such period as the Board shall determine, application for membership shall be made in writing in such form as may be required from time to time by the Board and shall constitute acceptance of and an undertaking to be bound, if accepted, by the Constitution of the Chamber. Applications shall be reported to the Board or a committee of the Board which shall be empowered to accept, defer, decline or ratify applications on a majority vote. Acceptance of an application together with payment of the relevant subscription shall constitute membership. The Board need not give a reason for declining to accept a potential member but nothing herein contained shall entitle the Board to discriminate in any way between applicants by reason of race, colour, creed or sex.

Subscriptions

11. The annual subscriptions payable by Members shall be such sums as may, from time to time be determined by the Board and shall become due and payable in each year on the last day of the month in which application was made or on such other date or dates as may be determined by the Board, from time to time. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories of Members.
12. All sums received from Members pursuant to article 11 above shall be credited to the Chamber Account.

Rights of Membership

13. Members paying their subscriptions shall be entitled to vote at General Meetings of the Company. Subject to any Bye-Laws for the time being in force only the nominated representative of an organisation shall be entitled to exercise the

rights of membership on behalf of an organisation. The Chair of any General Meeting of the Company shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said rights.

Non-Payment of Subscriptions

14. 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 his name shall be struck off the register of members.

Retirement of Members

15. Any Member wishing to retire from the Company must give written notice to that effect to the Secretary one month at least before the date upon which his subscription for the following year shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due and legally recoverable by the Company unless the Board, in its absolute discretion, decides otherwise.
16. 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:
 - 16.1 if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
 - 16.2 if adjudged bankrupt;
 - 16.3 if suspending payment or compounding with creditors;
 - 16.4 if being an individual he is or may be suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - 16.5 if failing to pay the prescribed subscription within three months of the due date.
17. The Board may at any time by Majority Resolution expel any Member at any time provided that:
 - 17.1 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

17.2 the Member concerned has been given a reasonable opportunity to make written representations in his defence to the Board.

18. Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Company 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.

General Meetings

19. The Company shall in each year hold a General Meeting which shall be known as the AGM. No more than fifteen months shall elapse between the date of one AGM of the Company and that of the next. The AGM shall be held at such time and such place as the Board shall appoint.
20. The Board may, whenever they think fit, convene a General Meeting which shall also be convened on requisition in accordance with the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Notice of General Meetings

21. 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 meetings of the Company 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 Company in General Meeting to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.
22. Notwithstanding the foregoing a General Meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety percent of the total voting rights of all the Members present at such meeting and entitled to attend and vote thereat.
23. 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 any resolution passed or the proceedings at that meeting.

Proceedings at General Meetings

24. All business transacted at an AGM shall be deemed special with the exception of the consideration of the Accounts, Balance Sheets 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.
 25. 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, five members shall be a quorum provided always that at any such meeting at least seventy five per cent of the members present shall be members of the type set out in article 6.1 of these Articles. The Chair of the Company shall preside as Chair at every General Meeting of the Company, or if he should not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice Chair of the Board shall preside as Chair or in his absence the Directors present shall elect one of their number to be Chair of the meeting.
 26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
 27. The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original 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 meeting.
 28. At any General Meeting a resolution put to the vote of the 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 28.1 by the Chair; or
 - 28.2 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 shall be the same as a demand by a Member.

29. Unless a poll be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to the 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 such resolution.
30. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair 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.
31. Except as provided in Article 32 if a poll is duly demanded it shall be taken in such manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A poll demanded on the election of a Chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs not being more than thirty 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 that upon 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.
34. 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.
35. Subject to the provisions of the Act a resolution in writing signed by the appropriate majority of the Members for the time being entitled to receive notice of and to attend and vote at a General Meeting required to pass the resolution proposed shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
36. Any matter or thing which may under these Articles and the Company's Memorandum of Association be dealt with by Ordinary Resolution and is not required by law to be dealt with in General Meeting may, if the Board so resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

Votes of Members

37. Save as herein expressly provided no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy, at any General Meeting. Every Member shall have one vote.
38. On a poll, votes may be given either personally or by proxy or duly authorised representative.
39. On a show of hands any 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, shall have one vote and on a poll every member shall have one vote. The Board may require evidence of the authority of the person claiming to act as a representative of an organisation which is a Member and such person shall not be entitled to attend and vote at a meeting of the Company and the Company may decline to accept any document, instrument or notice signed by such person, if that person or the organisation which he claims to represent fails to expeditiously comply with any such request. A proxy for an organisation must be a Member or the duly authorised representative of a Member.
40. The instrument appointing a proxy shall be in writing under the hand of the appointor or his 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 in that behalf.
41. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company or at such other address as is specified in the notice calling the meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
42. 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 at the Office or at such other address as is specified in the notice calling the Meeting 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 date as the meeting or adjourned meeting) was received by the Chair or any Director at the time appointed for taking the poll.

43. 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 meeting or adjourned meeting at which the vote is given (or as the case may be) before the document, instrument, or notice takes effect.
44. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I/We

"of

"a member of [Specify Name]

"hereby appoint the Chair

"of the Company

"and failing him,

"of

"to vote for me/us and on my/our behalf at the General Meeting of the Company 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.

Election of Area Councils

45. Elections for each of the Area Councils will take place upon a vacancy situation arising. The Company shall encourage interest and participation in such elections by such advertising means as they deem necessary.
46. Current Members of the Company are able to nominate either themselves or others for election. Candidates for election to an Area Council may only seek election to the Area Council for the Area in which their business is located, or in which they live. Any Member who seeks election to an Area Council in which neither their business nor their home is located must seek the permission of the Board by writing to the President explaining their reasons. In the event of any dispute the President's decision will be final.

47. Nominations should be in writing and returned to the address specified for each Area Council by the specified due date and should include the following information:
 48. 46.1 the name of the Area Council to which the nomination relates;
 49. 46.2 the name, address and contact details and signature of the nominee;
 50. 46.3 the name of the member organisation represented;
 51. 46.4 an election address in not more than 150 words, giving information about the candidate and any further information he or she may wish to bring to the attention of the electorate.
52. All Members will be eligible to cast a vote in the ballot providing that their membership subscription is paid up to date or is on hold awaiting payment of the renewal subscription during the normal credit control period however Members will only be eligible to vote in respect of the elections for the Area in which their business is located. Where a Member has a business address in more than one Area the Member will vote in the Area in which their contact address for Company information is located whilst those Members whose business address is located outside of the two Areas will be invited to nominate one of the Areas in which they will be included for electoral purposes.
53. Ballot papers for each Area Council listing all the candidates for the Area in alphabetical order, together with the election address for each candidate will be sent to all Members eligible to vote on the same day. Members will be asked to mark their preferred candidates up to the number of places to be filled at the election and return them to the Returning Officer at a specified address and by mid day on a specified date fourteen days after posting by the Company. Each Member must indicate on their ballot paper the Member of the Company (individual, organisation, corporate body etc.) on whose behalf the vote is being cast. The Returning Officer will ensure that not more than one vote has been received on behalf of each Member. Ballot papers may be returned by fax to the registered office of the Company providing that the Returning Officer is satisfied that the ballot papers will be kept secure and will not be open to interference.
54. For the purposes of article 48 above and of articles 50 to 53 following, the **"Returning Officer"** shall be the President with responsibility for overseeing the election procedure. The President may appoint a Deputy Returning Officer in each or any of the Area Council Areas. The staff of the Chamber under the direction and supervision of the President as Returning Officer and the Deputy Returning Officer shall carry out the operation of the election procedure
55. The counting of ballots will take place on the last day for the receipt of ballot papers, at a place agreed by the President acting in his capacity of Returning Officer. The opening of the postal votes and the counting of the ballots will be

carried out by staff of the Company under the supervision of the Returning Officer or Deputy Returning Officer. All candidates will be invited to be present at the counting of the ballots (the "**Count**"). If they are not able to be present themselves, candidates may appoint a nominated representative to represent them at the Count. If a nominated representative is to attend, the candidate must notify the Returning Officer of his or her nomination in advance.

56. Any ballot paper, which in the opinion of the Returning Officer or Deputy Returning Officer appears to have been changed or altered, or where the Member has voted for more than the prescribed number of candidates, or where the ballot paper has been marked or written on in any way other than that required to record a vote, or where the intention of the voter is not clear, the ballot paper shall be regarded as "spoilt" and removed from the Count. The Returning Officer (or Deputy) shall examine each spoilt paper in the presence of the candidates or their representatives present at the Count to decide whether it is acceptable to include the ballot paper and to decide the intention of the voter. In the event of a disagreement between the Returning Officer (or Deputy) and any candidates (or their representatives) the decision of the Returning Officer shall prevail. The objection to the decision shall be recorded with the final result.
57. The Returning Officer or Deputy Returning Officer will declare the result of the election.
58. In the event that there are fewer nominations received than places to be filled on an Area Council, the Returning Officer will declare all duly qualified candidates to be elected.
59. Newly elected members of the Area Councils shall take their seats at the first meeting of their Area Council following the election. Each Area Council shall consist of a maximum of fifteen members. Each member shall serve for a maximum period of three years after which they may retire, or will continue, providing they are still eligible to do so.

Election of President and Vice Presidents

60. Each Area Council shall elect one of its members to the position of Vice President of the Chamber. The Vice President will chair the meetings of the Area Council and will become a member of the Board in accordance with article 56.3 below. Elections for Vice President shall take place following the end of the incumbent Vice President's term (or earlier should a vacancy arise). Any Area Council member who was unwilling to accept the responsibilities of a company director as required by law and who was therefore unable to take the place on the Chamber Board would not be eligible to serve as Vice President. On a two year rotational basis, the Vice Presidents for Herefordshire and Worcestershire will automatically assume the position of President. At the end of each two year term, the President will step down and resume a normal Area Council seat.

Composition of the Board

61. As at and from the close of the first Board Meeting after the Adoption Date and unless or until otherwise determined by special resolution of the Company the Board shall comprise not less than five and not more than nine Directors of which:
 - 61.1 One Director shall be the Chief Executive of the Company who notwithstanding any other provisions of these Articles shall be appointed in accordance with article 86;
 - 61.2 One Director shall be the President of the Company;
 - 61.3 Two directors shall be the Vice Presidents of the Company;
 - 61.4 A maximum of four Directors shall be co-opted by the Board from amongst Chamber Members, provided that each such Director shall have been a director of their respective member companies or the senior partner of their partnership or have been established as a sole trader for at least three years prior to their appointment to the Board. Further such Directors shall be local business leaders representative of the membership of the Company and shall each bring a set of clearly defined skills to the Board; and
 - 61.5 the Chair, in the event that a Chair is appointed who is not already a Director of the Company (in accordance with the provisions of article 64).
62. Either the Chief Executive Officer or the senior director with responsibility for economic development from each of the County Councils shall be entitled to attend Board meetings of the Company in the capacity of an observer but shall not be appointed as Director.

Appointment of Directors

63. All of the appointments in respect of the offices set out in article 56 above shall be confirmed at the Board meeting next following, as appropriate.
64. No Director, save for the Chief Executive, shall be entitled to remuneration for his services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties in the absolute discretion of the Board.
65. Directors co-opted to the Board under the provisions of article 56.4 shall serve as Directors for a maximum period of 12 months from the date of their appointment but shall be eligible to be co-opted again to act for a further maximum period of 12 months should the Board so decide, provided always that the Board shall have the discretion to co-opt such director for a shorter second term should they

see fit and provided that such Directors are not otherwise disqualified to act as a Director under these Articles.

66. The person appointed as Director under the terms of article 56.1 shall hold the office of Director by virtue of their holding the office referred to. As such they shall be automatically entitled to be appointed as a Director upon taking up the office referred to and shall resign from their office of Director immediately upon ceasing to hold such an office.
67. The persons appointed as Directors under the terms of articles 56.2 and 56.3 shall hold office only for so long as they remain as the President or a Vice President of the Company (as the case may be) and shall be appointed and removed in accordance with the relevant internal process of the Company which shall be determined by the Directors (by majority decision) from time to time.
68. Subject to article 66 when a Director is elected or re-elected to the office of Chair under article 64 he or she shall remain in office as a Director (without the requirement to resign) until he or she shall have ceased to be Chair, notwithstanding that in doing so the period of appointment may be in excess of a Term and providing that upon that person ceasing to hold the office of Chair and not being re-elected, he or she shall immediately resign if the Term has been exceeded.

Appointment of Chair, Vice Chair and Secretary

69. At the first Board Meeting immediately following the Adoption Date:
 - 69.1 and thereafter at the first Board Meeting following the annual General Meeting to be held following the Adoption Date and triennially thereafter:
 - 69.1.1 the Board shall elect either from amongst the Directors elected or co-opted in accordance with article 56 or from amongst the Members, a Chair who, subject to these Articles, shall hold office from the close of the Meeting at which he is elected until the close of the meeting at which his successor is elected under this article;
 - 69.1.2 the Chair must be an Eligible Person and an employee of a company or the senior partner of a partnership (as the case may be) of at least three years standing having either an annual turnover in excess of £5 million or 25 or more full time employees.
 - 69.2 the President will assume responsibility as Vice Chair and subject to these Articles he or they shall hold office until the next President is assumed as per article 55.
70. The usual term of office of the Chair shall be three years from the close of the Board Meeting at which he is elected. A retiring Chair may stand for re-election

but for one further three year term only. Thereafter at least three years must elapse before he may stand for election for a further term as Chair.

71. The Board may remove the Chair from office as follows:
- 71.1 at any time during his first two years of office any four Directors elected, appointed or co-opted in accordance with article 56 above may requisition the Secretary, and upon requisition 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 shall be determined at the end of the first Board Meeting following the next AGM;
 - 71.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chair to be heard. The Meeting will for the purposes of that resolution be chaired by a Past Chair elected for that purpose by the Board. The resolution will then be put to the vote.
 - 71.3 if the said resolution is passed, the Board shall forthwith appoint a replacement who shall hold office from the determination of the term for which his predecessor was elected for the unexpired residue of that term.
72. At the first Meeting of the Board following the Adoption Date and thereafter immediately after the AGM in each year the Board shall elect a Company Secretary who shall hold office from the close of the Meeting at which he is elected until the close of the Meeting at which his successor is elected under this Article.

Disqualification of Members of the Board

73. The office of Director shall be vacated:
- 73.1 if he becomes of unsound mind;
 - 73.2 within three months of such Director ceasing to be a Chair or Chief Executive or top level operational manager of a company or senior partner of a professional partnership within the private sector within the Area;
 - 73.3 if by notice in writing to the Company he resigns his office;
 - 73.4 if he becomes prohibited from holding office by reason of any order made under the Act;
 - 73.5 if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act;

- 73.6 if his employer or the partnership of which he is senior partner ceases to be a Member;
 - 73.7 if he or the Organisation to which he belongs, owns, manages or is employed by is not a fully paid up Member;
 - 73.8 if he is in receipt or applying for a funding contract to deliver services unless unanimously ratified by the Board.
74. The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the undermentioned circumstances:
- 74.1 if he becomes bankrupt or he makes any arrangement or composition with his creditors;
 - 74.2 if he shall have been absent for at least twenty-five percent of Board and/or subcommittee meetings of the Board in any twelve month period;
 - 74.3 if his 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

75. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the Secretary or Chief Executive of the Company. The Chair of the Board or any three Directors may at any time require the Secretary to convene a meeting of the Board.
76. Meetings shall be convened by no less than seven days notice unless the Chair of the Board shall otherwise determine in order to deal with matters of urgency, in which case at least three days notice shall be given. Three members of the Board (or such greater number as the Board may from time to time resolve and provided at all times that such number shall not include the Chief Executive) shall form a quorum provided that at all such meetings at least sixty per cent of the members of the Board present shall be Eligible Persons who satisfy the criteria set out in article 1.1.
77. Notice may be served upon Directors either personally or by post in prepaid letters or circulars addressed to such Directors at their address as entered in the Register of Directors. Alternatively a notice may be given by any visible form on paper, including facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed.
78. Subject to articles 26 to 35 inclusive the Chair or in his absence the Vice Chair or in their absence any director appointed in accordance with article 56 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 chair of the meeting shall have a second or casting vote.

Powers of the Board

79. The business of the Company as permitted by the Company's Memorandum of Association shall be managed by the Board.
80. Without prejudice to any provisions in these Articles the Board may:
 - 80.1 bring before any General Meeting any matters which it considers material to the objects or interest of the Company as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Company;
 - 80.2 consider any matter which may be brought before it affecting the Company or any of its Members.
81. Subject to articles 78 to 79 inclusive the Board may appoint (and at its discretion disband) committees or groups consisting wholly or partly of Members (provided that the majority of each committee are Members) including such persons, whether Members or not, as they think fit, for the purpose of advising,

considering and reporting to the Board on the subjects referred to them for consideration and dealing with the specific matters referred to in these Articles or to assist more generally in the achievement of the Company's objectives (the "**Sub-Committees**"). Any Sub-Committee so formed shall conform with any Bye-laws, regulations and the provisions of any resolution prescribed by the Board from time to time.

82. Subject to articles 78 to 79 inclusive the Board may in addition create (and at its discretion disband) additional bodies for the purposes of identifying, promoting or understanding the particular interests of the Members or in order to assist in the achievement of the Company's objectives. Any body so formed shall conform with any Bye-Laws, regulations and the provisions of any resolution prescribed by the Board from time to time.
83. Any Sub-Committee or other body created by the Board may exercise such delegated powers of the Board, as the Board by majority decision has elected to pass to such committee or group.
84. The Board shall have the power to dissolve any Sub-Committee or other body that it has created if it considers it to be no longer representative of, or useful to, the purpose for which it was established provided that before it is dissolved, the Secretary shall give at least one month's notice of the Board's intention to the Members of the Sub-Committee or other body and allow them the opportunity of discussing the matter with the Board at a time and reasonable location determined by the Board prior to the date of dissolution.
85. The Board may in addition to the powers granted in articles 74 – 79 above:
 - 85.1 delegate powers within stated terms of reference to the Chief Executive;
 - 85.2 approve the formation of and issue terms of reference for area offices, branches and committees;
 - 85.3 authorise the payment by the Company to the Board of all or any out of pocket expenses reasonably incurred by them in the performance of their duties;
 - 85.4 make such Bye-Laws 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 Company, the appointment of its own meetings, the proper supervision and use of the funds of the Company, the conduct of arbitrations, and the regulation of the Board, the sections (as hereinafter mentioned), and the committees and affairs of the Company 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 Bye-Laws without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special

resolution;

- 85.5 decide which of their number shall sit upon the boards of any wholly owned subsidiary companies of the Company and authorise any necessary consequent changes to the articles of that company.
86. No Director may appoint another person as his alternate for any purpose whatsoever.
87. All cheques, drafts, bills of exchange, and receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.

Directors Interests

88. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his (as defined in articles 84.2 and 84.3) (an "**Interest**"), a Director notwithstanding his office:
- 88.1 may be party to, or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 88.2 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 Company or in which the Company is otherwise interested; and
- 88.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives 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 he has an Interest and if he so votes his vote shall not be counted whether on a show of hands or on a poll. For the avoidance of doubt, nothing in these articles shall prevent a director from voting on a matter in which he could be considered to have an interest by reason of him holding a directorship in another company which is a group company of the Company, providing he has disclosed such interest to the Board.

89. For the purpose of Article 83:
- 89.1 a Director must give specific notice to the Board that he has an Interest in any transaction and must also set out the nature and extent of the Interest in the notice in any transaction or arrangement in which a specified person or class of persons is interested;
- 89.2 an interest of which a Director has no knowledge and of which it is

unreasonable to expect him to have knowledge shall not be treated as an Interest of his;

89.3 a Director shall not be deemed to have an Interest in any matter or transaction unless he or any of his connected persons shall derive or be likely to derive a financial or other benefit therefrom. For this purpose "connected person" shall mean:

89.3.1 the Directors' husband or wife (which shall include a former husband or wife or a reputed husband or wife) or partner or relative which shall include brother sister uncle aunt nephew and niece lineal ancestor or lineal descendant treating any relationship of the half blood as a relationship of the whole blood and the stepchild or adopted child or any person as his child and an illegitimate child as the legitimate child of his mother and reputed father;

89.3.2 any person with whom the Director is in partnership or the husband or wife or relative of any individual with whom he is in partnership;

89.3.3 any company in which the Director has a 10% equity holding.

90. The Directors may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("**Conflict**"). Any authorisation of a matter or situation under this Article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised.

90.1 Any authorisation under this article will be effective only if:

90.1.1 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;

90.1.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question;

90.1.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

90.2 Any authorisation of Conflict under this article may (whether at the time of giving the authorisation or subsequently):

- 90.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 90.2.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
 - 90.2.3 be terminated or varied by the Directors at any time.
91. This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 91.1 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 involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
- 91.1.1 disclose such information to the Directors or to any Director or other officer or employee of the Company;
 - 91.1.2 use or apply any such information in performing his duties as a Director;
92. where to do so would amount to a breach of that confidence.
- 92.1 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:
- 92.1.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 92.1.2 is not given any documents or other information relating to the Conflict;
 - 92.1.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 92.2 Where the Directors authorise a Conflict:
- 92.2.1 the Director will be obliged to conduct himself in accordance with any terms impose by the Directors in relation to the Conflict;
 - 92.2.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

92.3 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 Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company 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.

Chief Executive

93. The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such conditions as the Board may think fit, and any Chief Executive so appointed may be removed by the Board. The Chief Executive, once he has commenced employment with the Company shall be appointed as a director of the Company for the duration of his appointment. Upon ceasing to hold the office of Chief Executive he shall immediately resign as a director. 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 be no Chief Executive or none capable of acting. The Chief Executive shall carry out such duties as are delegated to him from time to time by the Board.

Company Secretary

94. Subject to the provisions of the Act and to article 67, the Secretary shall be appointed by the Board for such term at such remuneration and on such conditions as the Board may think fit, provided that no Director may occupy the salaried position of Secretary. The Secretary may be removed by the Board or by the Company in General Meeting.
95. 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

96. Such officials and assistants as may be required, including the Chief Executive, shall be appointed by the Board on salaries and on terms to be fixed by the Board, to carry out such duties as are delegated by the Board from time to time.
97. The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Company.
98. 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 Company 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

99. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company (other than any person (whether an officer or not) engaged by the

- Company as auditor) shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
100. The Company may buy and maintain insurance against any liability falling upon its Directors or other officers which arises out of their respective duties to the Company or in relation to its affairs.
 101. The Company shall have express power to purchase and maintain for any such Director or the Company 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 provisions of the Act.

Records

102. 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 company and of the Board and of Committees of the Board and of all business transacted at such meeting, signed by the Chair of such meeting, or by the Chair of the next succeeding meeting shall be sufficient proof of the facts therein stated.
103. A resolution in writing signed by a simple majority of the Directors for the time being or a simple majority of the 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 the Board or any such Committee.

General

104. 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

105. The Board shall cause accounting records to be kept in accordance with the Act.

106. The accounting records shall be kept at the Office or subject to 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.
107. 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 company or any of them 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 Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
108. At the AGM in each year, the Board shall lay before the Company an audited set of the Company's Accounts for the period since the last preceding accounts made up to a date not more than ten months before such meeting and shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by of the Act.
109. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
110. Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board being treated as the Directors mentioned in those sections.

Notices

111. Any notice to be given pursuant to the Articles shall be in writing.
112. The Company may give any notice to any Member, any Honorary Member or the Auditors either:
 - 112.1 by delivering it by hand to the last known address;
 - 112.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
 - 112.3 by fax to a fax number notified to the Company;
 - 112.4 by electronic communication to an address notified to the Chamber;
 - 112.5 by a website the address of which shall be notified to the Member, Honorary Member or Auditor in writing.
113. 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 first class post, at the expiration of forty-eight hours after the envelope containing it was posted.
114. 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 Auditors.
115. if a notice is sent by fax, it is treated as being delivered at the time it was sent.
116. if a notice is sent by electronic communications, it is treated as being delivered at the time it was sent.
117. If 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.
118. A Member present, either in person or by proxy, at any General meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

Company Address

119. No Member shall use the title or address of the Company in communications or other documents intended for business use, publication in the press or otherwise provided that a reference only to the fact that he is a Member shall not be an infringement hereof.

Arbitration

120. The Chair and, in his absence, the Vice Chair may on the request of any Member or Members appoint any person to undertake the arbitration of disputes relating to commercial transactions.
121. The Company shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry but this shall not prevent the Board from expressing an opinion in relation to any matter of wages incomes or economic policy as a whole.

Winding Up

122. The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up.