**Company number: 2531345**

**THE COMPANIES ACT 1985 COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF**

**HEREFORDSHIRE AND WORCESTERSHIRE CHAMBER OF COMMERCE**

(Adopted pursuant to a Special Resolution passed on 13th September 2024)

1. In this Memorandum of Association:
   1. **"Membership Fund"** shall mean a fund established by the Company for the purposes of holding subscriptions paid by or on behalf of Members from time to time (or in the event that a separate fund is not in existence, those monies recorded as being received for the same purpose) and shall be deemed to include interest earned and investments derived from the proceeds thereof and any other receipts (whether capital or income) generated or otherwise received by the Company which is not received from the Secretaries of State;
   2. **"Secretaries of State"** means the Secretaries of State for respectively the Department for Education and Employment, the Department of the Environment and the Department of Trade and Industry or any successor to either of them;
   3. Reference to **"person"** shall be deemed to include in addition any corporate or unincorporated body, partnership, public body, local or governmental authority, professional body, or other organisation; and
   4. 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 Herefordshire and Worcestershire 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:~~
   1. ~~to promote and to protect the trade commerce and industry of the Counties of Herefordshire and Worcestershire (the~~ **~~"Area"),~~** ~~and to promote and protect the home and overseas trade, commerce, and industry of the United Kingdom;~~
   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;~~
   3. ~~to promote support or oppose United Kingdom or foreign legislation or other measures affecting trade commerce and industry;~~
   4. ~~to promote and provide vocational education and training and retraining 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 and 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:~~
      1. ~~examine the local labour market and assess key skill needs, prospects for increasing local employment and the adequacy of existing training opportunities;~~
      2. ~~develop secure and provide training advisory consultative and other support services and advice to and for local businesses; and~~
      3. ~~promote the development of existing businesses and the establishment of new businesses~~
   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;~~
   6. ~~to promote support and protect local economic development, strategic planning and strategic directions in the fields of economic development and education;~~
   7. ~~to carry on all or any of the businesses of consultants and advisers on all matters of a commercial, economic, financial or technical nature, to provide a service to supply technical assistance to any government, local or other authority, company, firm or person, to act as advisers and consultants in trade development, efficiency technique, industrial, business, office and works management studies, advertising, marketing, sales promotion and product design in relation to all types of commercial and manufacturing undertakings, to act as manpower consultants and advisers, to employ, train and exploit the services of personnel of all kinds, to provide technical and vocational training services, and to supply personnel, staff and labour of all descriptions, to carry on the businesses of business systems organisers, business transfer agents, publicity experts, consultants, agents and contractors, business managers, contractors and representatives, rates adjusters, arbitrators, trustees and sureties and commission and general agents, and to arrange business and professional partnerships, to carry on the businesses of printers and publishers, computer programmers, consultants and agents for the sale of computer systems of all kinds, data processors, suppliers of business and office machinery and equipment of all descriptions, haulage and transport contractors, general engineers, merchants, traders, factors and agents; and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this company is a member or which are in any manner controlled by, or connected with this company.~~

~~And it is hereby declared that the 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.~~

1. ~~In furtherance of the said objects but not further or otherwise the Company shall have the following powers:~~
   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;~~
   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;~~
   3. ~~to borrow and raise money upon banking account or otherwise and 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;~~
   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. ~~either with or without security, to give financial assistance by way of loans donations or subscriptions or otherwise to any individual firm or company;~~
   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 video tapes or to procure the broadcasting televising or the making issuing and showing of films and video tapes;~~
   7. ~~to establish, undertake and execute any trusts which may lawfully be undertaken by the Company;~~
   8. ~~to establish, finance and manage in the United Kingdom any body association or organisation (whether incorporated or unincorporated);~~
   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 bequest in any other manner from time to time permitted by law;~~
   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;~~

* 1. ~~to establish, promote or encourage the formation of or to affiliate amalgamate support combine or cooperate and exchange information with any other person to become the member of any other company and to liaise, communicate, cooperate or co-ordinate with any person in all or in any parts of the world;~~
  2. ~~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 therefor interests therein;~~
  3. ~~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;~~
  4. ~~to 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. ~~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;~~
  6. ~~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;~~
  7. ~~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;~~
  8. ~~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;~~
  9. ~~to undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry;~~
  10. ~~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;~~
  11. ~~to establish and support or aid in the establishment and support of any charitable association or institution 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;~~
  12. ~~to undertake and carry out alone or jointly with others 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 or custodian trustee and in the execution and management of any pension scheme;~~
  13. ~~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 the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by the Government of the United Kingdom;~~
  14. ~~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:~~
      1. ~~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~~
      2. ~~the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and~~
      3. ~~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 ifno incorporation had been effected, and 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.~~

1. 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:
   1. of reasonable and proper remuneration to any Director, member, officer or servant of the Company for any services rendered to the Company;
   2. of a reasonable and commercial rate of interest on money lent to the Company; and
   3. of reasonable and proper rent for premises demised or let by any member of the Company.
2. No portion of the income and profits of the Company save only for the income constituting the Membership Fund shall 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. Subject thereto the Company shall nevertheless represent express and give effect to the opinions of the trading, commercial and industrial community of the Area 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.
3. The liability of the members is limited.
4. 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.
5. 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 Clause 6 hereof, such association, body or bodies (whether corporate or not) or trust to be determined by the Members and (save for the name of the Company and the goodwill therein and the monies and assets standing to the credit of 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 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.
6. The provision of clause 10 and this clause 11 may not be altered or deleted by resolution of the Members or otherwise.