



BLACK COUNTRY CHAMBER OF COMMERCE
&
INDUSTRY

GENERAL MEETING MARCH 7TH 2017

15th February 2017

Black Country Chamber of Commerce General Meeting

Dear Member

Following the President's email in January regarding the resolution to change the Articles which was not put through at the AGM in December I now look forward to seeing you at a General Meeting being held at 12.30pm, Tuesday 7th March 2017 at Black Country Chamber of Commerce, Creative Industries Centre, University of Wolverhampton Science Park Ltd, Glaisher Drive, Wolverhampton, West Midlands, WV10 9TG to put forward this special resolution.

We have refreshed our Articles to remove any out of date components and also to clarify some areas around directorship and membership; we hope that you will agree with our amendments and pass the resolution. To help with your decision we have included a commentary on the proposed changes.

Yours sincerely,



Corin Crane

Chief Executive
Black Country Chamber of Commerce & Industry

NOTICE OF A GENERAL MEETING

Notice is hereby given that a General Meeting of the Black Country Chamber of Commerce & Industry will be held at 12.30pm on Tuesday 7th March 2017 at Black Country Chamber of Commerce, Creative Industries Centre, University of Wolverhampton Science Park Ltd, Glaisher Drive, Wolverhampton, West Midlands, WV10 9TG.

The meeting will be held to transact the following business:

1. To consider and if thought fit pass the following resolution as a special resolution:

“That the draft articles of association produced to the meeting and for the purposes of identification initialed by the Chairman be adopted as the articles of association of the Company in substitution for and to the exclusion of the Company’s existing articles of association.”



By Order of the Board
Mrs. Lorna Taylor
Company Secretary

Dated: 15th February 2017

Notes to the Notice of the General Meeting

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company, and you should receive a proxy form with this notice of meeting. A member may not appoint more than one proxy in relation to a meeting. A proxy need not be a member of the Company. A proxy notice must be delivered to the company secretary at the Black Country Chamber of Commerce & Industry, Creative Industries Centre, University of Wolverhampton Science Park Ltd., Glaisher Drive, Wolverhampton WV10 9TG or sent via e-mail to lornataylor@blackcountrychamber.co.uk by no later than 12.30pm on Sunday 5th March 2017.

Black Country Chamber of Commerce & Industry (the “Chamber”) Commentary on the proposed amendments to the Articles of Association (“Articles”)

This is a commentary on the proposed amendments to the Articles of the Chamber. Any defined terms in this commentary should be read in accordance with the definitions contained in Article 1 of the amended Articles. References to numbers in the commentary below refer to the Article numbers.

Article 1 – Interpretation

“Appointments Committee” This definition has been amended to ensure that a Board member can form part of the Committee where a Consultative Forum Member is unavailable to attend. This is intended to ensure the smooth operation of the Appointments Committee.

“Consultative Forum Bye-Laws” Bye-Laws used to govern the Local Boards. As the Local Boards no longer exist, the reference to their governance is no longer required. The activities of the Consultative Forum, which replaced the Local Boards is governed by its own bye-laws.

“Ex Officio” has been inserted and defined in Article 19.2. The term appears in the current articles but has no definition so the effect of an appointment being “ex officio” may be open to interpretation and confusion.

“Local Board” has been deleted as the Chamber no longer has 4 separate local boards by reference to its historic constituent geography. All references to the Local Boards have been deleted.

“Seal” has been deleted as the Chamber does not possess or use a seal. Article 38 (The Seal) of the current Articles has also been deleted.

“Special Interest Group” has been deleted because the Chamber no longer has special interest groups, such activity now being undertaken by the Consultative Forum and its project groups.

“Sponsor” has been inserted and defined in Article 20.5.

Article 3 – Objects of the Chamber

The objects of the Chamber have been amended to allow the Chamber to produce publications with the use of digital aids and digital media in addition to other methods currently stated. This reflects modern business practice.

Reference to preceding businesses have been deleted as over 15 years have passed since the Chamber came into being following a merger of smaller local chambers. Additionally, this is representative of the Chamber embracing the wider Black Country economy.

Reference to activities not undertaken by the Chamber have also been deleted.

Article 5 – Membership

5.2.3 – “members” has been inserted to extend the application of the clause to those Chamber members who are trading as a limited liability partnership.

Article 7 – Admission of Members

The amendments made to 7.2 and 7.4 seek to streamline the admissions process of Members. Whereas the current Articles provide that admission of Members shall be by resolution of the Board, the amendments simplify the process by admitting Members automatically once the Chamber has received both the application and subscription fee, but allow the Board to revoke Membership within 60 days of admission without giving reasons. This avoids the need for a Board resolution to be passed each time a Member is admitted, but preserves some protection against potential members who may bring the Chamber into disrepute.

Article 8 – Cessation of Membership

8.2.5 – Amendments made to this Article seek to ensure that the Chamber is able to terminate Membership in the event of default of any payment by a Member and does not limit this to default of subscription fees. Further, it provides that the Chief Executive has a wide discretion regarding termination and the ability to impose any conditions/sanctions on the relevant Member in respect of default of payments due to the Chamber. Delegation of this power to the Chief Executive affords greater flexibility and efficiency than reserving these powers to the wider board which only meets in accordance with Article 23.

Article 17 – Voting at General Meetings

The original 17.10 has been deleted as it is redundant due to the ability to impose sanctions (including limitations on voting rights) under Article 8. In any event, the automatic disenfranchisement of voting rights has not been policed in practice.

Article 19 – Board of Directors

19.2 has been inserted to list the Ex-Officio directors and the implications of such categorisation. This has not been defined in previous versions of the Articles and is essential as the expression is open to interpretation and may be misunderstood. 19.2.1 and 19.2.2 therefore provide that the Chief Executive, the President and the Vice President shall not be required to satisfy the qualifying criteria in Article 20 (albeit the President and Vice President would have been subject to this criteria when originally appointed to the Board), nor are they subject to the requirements to retire by rotation in Article 31.

Article 20 – Appointment to the Board

20.1.1 inserts “senior employee” to ensure that individuals with the relevant experience, knowledge and ideas are not excluded from becoming Directors of the Chamber simply because they are not directors/partners/members of the businesses within which they work. This widens the scope of potential candidates who can be appointed to the Board and is in line with achieving the Objects of the Chamber, while ensuring that candidates have the appropriate level of seniority and business acumen.

20.1.2 The requirement for a proposed Director to have been in Chamber membership for 2 years or to be a senior employee, director, member or partner or a Chamber member who has been in membership for at least 2 years is retained. This ensures that appointees have some prior experience of and commitment to the Chamber. The revised article clarifies that the 2 year qualifying period does not apply on any re-appointment, the person concerned having demonstrated their experience of and commitment to the Chamber through prior office holding. The revision avoids a situation where an experienced and committed Chamber director may automatically become ineligible for Chamber re-appointment through a change in his own employment status. Any director (other than the President, Vice-President and Chief Executive) would still need to be appointed by election of members in order to be re-appointed. Moreover, any Director must within six months of ceasing to be a Chamber member or senior employee, partner, director or member of a Chamber member have either become a senior employee, partner or director or member of a Chamber member or himself become a Chamber member.

20.1.3 The Chamber supports the broadest possible participation at board level from among its members. This promotes diversity and better engagement and reflects good corporate governance. This new sub-article restricts a candidate to two successive appointments unless at least 4 years have lapsed since the date upon which a candidate last retired in circumstances where he has not stood for election in such 4 year period. This prevents any individual or group of individuals having a stranglehold on the Chamber board.

20.2 clarifies which eligibility criteria apply on appointment and which eligibility criteria apply upon re-appointment.

20.3 confirms that if the criteria is not met the candidate shall not be appointed as a Director.

20.4 has been inserted to provide that Directors shall be appointed by way of election rather than by ordinary resolution at the Chamber's annual general meeting.

20.5 sets out the proposed procedure of the election. This provides clarity and certainty as to how a candidate should be nominated and potentially elected.

20.5.1 ensures that candidates who run their own businesses can nominate themselves as a Director whilst any corporate entity/partnership/limited partnership may nominate a candidate for the position and therefore become a Sponsor for that candidate.

20.5.2 to 20.5.9 sets out the procedure of the election in detail confirming how a candidate is nominated, the details and documents which should be provided by the candidate to the Chamber and timescales for doing so, the information that should be made available to all Members and where this can be accessed, how each Member can vote and the basis on which a candidate will be elected, being the first past the post system.

20.6 provides that a Director post can be filled by an election held during a general meeting in such circumstances as provided for in 20.6.1 to 20.6.3.

20.8 ensures that the Board cannot consist of more than one Director from any one business. This preserves the diversity of the Board and safeguards against partiality.

Article 21 – Presidents and Vice Presidents

21.1 provides that the Vice President must be appointed from amongst serving Directors rather than serving and former Directors. Reference to a Subject Group has been deleted leaving the Board to recommend candidates for the position of Vice President.

Reference to Ninder Johal as President has been deleted as he is no longer the President.

Article 28 – Chief Executive

28.4 ensures that if the Chief Executive is absent at any time or the role is vacant, the powers and discretion awarded to the Chief Executive can still be utilised by anyone fulfilling the role. This is important as any decisions requiring the Chief Executive's involvement would otherwise be in abeyance pending his return from absence or the appointment of a new Chief Executive. This Article avoids potential delay.

Article 31 – Disqualification, Retirement and Removal of Directors

31.1.7.1 to 31.1.7.2 aims to deal with a situation where a Director who is not an ex officio director automatically ceases to be a Director where either he ceases to be a Chamber member on his own account or where he ceases to be a director, partner or member of a Chamber member or where the Chamber member of which he is a director, partner or member ceases to be a member of the Chamber. Under the revised articles the termination no longer ceases automatically but termination occurs where the Director has not himself become a member on his own account or become a director, partner, member or senior employee of a business that is a Chamber member within six months of such cessation. In particular this will better enable Directors to continue in office where a business is rescued from insolvency or a Director loses his day job, provided there is some evidence of a continuing association of the Chamber.

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Company Number: 04183431

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

BLACK COUNTRY CHAMBER OF COMMERCE & INDUSTRY

1. INTERPRETATION

- 1.1. The articles constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Chamber.
- 1.2. In these Articles, unless the context otherwise requires:

"Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force.

"Adoption Date" means the date of adoption of these Articles.

"Applicable Law" means every statute (including any orders, regulations or other subordinate legislation for the time being made under them) from time to time in force concerning companies insofar as the same applies to the Chamber and every statutory modification or re-enactment of the same for the time being in force.

"Appointments Committee" means a committee comprising the President, Vice President (if any), Chief Executive and either a Consultative Forum Member or, where no Consultative Forum Member is available to attend, other Board member.

"Auditors" means the auditors of the Chamber from time to time.

"Articles" means the Chamber's articles of association for the time being in force.

"BCC" means the British Chambers of Commerce.

"Board" means the board of Directors of the Chamber.

"Bye-Law" means any bye-law from time to time in force which has been duly adopted by the Board pursuant to these Articles.

"Chamber" means Black Country Chamber of Commerce & Industry (Company Number: 04183431).

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

"Committee" means any committee, sub-committee, panel, working party or other similar body of the Board.

"Conflict" means a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Chamber.

"Connected Person" in relation to a Member or Director, means a person who is "connected" with such Member or Director (as applicable), as such term is defined in section 1122 of the Corporation Tax Act 2010.

"Constitution" means the Articles and any Bye-Laws from time to time in force.

"Consultative Forum" has the meaning given in Article 32.1.

"Consultative Forum Bye-Laws" means the bye-laws from time to time adopted by the Board to regulate the Consultative Forum.

"Consultative Forum Member" means a member of the Consultative Forum from time to time.

"Director" means a director of the Chamber from time to time.

"Directors' Report" means the directors' report contained in the annual accounts of the Chamber.

"electronic means" has the meaning given in the Act.

"electronic form" has the meaning given in the Act.

“Eligible Director” means a Director who would be entitled to vote on the matter at a Board meeting (but excluding in relation to the authorisation of a Conflict pursuant to Article 30, any Director whose vote is not to be counted in respect of the particular matter).

"Executive Director" means a Director appointed to an employment or executive office with the Chamber and where the context so requires or admits includes the Chief Executive.

“Ex Officio” has the meaning given in Article 19.2.

"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to Article 6.

“Honorary Membership” has the meaning given in Article 6.2.

“Interested Director” has the meaning given in Article 30.1.

“Local Area” means each of the three Metropolitan Boroughs of Dudley, Sandwell and Walsall, and the City of Wolverhampton.

"Majority Resolution" means a resolution of the Board passed by a majority of at least two-thirds of the Eligible Directors present.

"Member" means a member for the time being of the Chamber other than an Honorary Member, and **Membership** shall be interpreted accordingly.

"President" means the president of the Chamber for the time being.

“Quarter” means a period of three months ending on 31 March, 30 June, 30 September and 31 December in each Year.

"Secretary" means any person appointed from time to time to perform the duties of the secretary of the Chamber in accordance with Article 33.

“Sponsor” has the meaning given in Article 20.5.

“Subject Group” means a subject group as defined in and created pursuant to the Consultative Forum Bye-Laws.

“Vice President” means the vice president of the Chamber from time to time, appointed in accordance with Article 21.1.

"Year" means a calendar year from 1st January to 31st December.

- 1.3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form, whether sent or supplied in electronic form or otherwise.
- 1.4. Unless the context otherwise requires:-
 - 1.4.1. a reference to one gender shall include a reference to the other genders; and
 - 1.4.2. words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date on which these Articles become binding on the Chamber.
- 1.5. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.6. A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.7. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.7.1. any subordinate legislation from time to time made under it; and
 - 1.7.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.8. Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. LIABILITY OF MEMBERS

- 2.1. Subject to Article 4, the liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Chamber in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for:
 - 2.1.1. payment of the Chamber's debts and liabilities contracted before he ceases to be a Member;
 - 2.1.2. payment of the costs, charges and expenses of winding up; and

2.1.3. adjustment of the rights of the contributories among themselves.

3. OBJECTS OF THE CHAMBER

3.1. In accordance with Section 31(1) of the Act, the objects of the Chamber are restricted to those set out in the following provisions of this Article 3.

3.2. The objects for which the Chamber is established are the promotion of trade, commerce, industry, transport, science and education in the Local Areas and elsewhere within the United Kingdom and anything incidental to or conducive to any of those objects.

3.3. In furtherance of the principal objects the Chamber shall have the following express powers:

3.3.1. to provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):-

3.3.1.1. to collect, analyse and disseminate information (including statistics and other economic and business information) on all subjects of interest to Members and others and to operate a business information service;

3.3.1.2. to act as training agents and to provide educational and industrial courses including higher educational advisory services such as training needs analysis, and management export and training consultancy;

3.3.1.3. to promote, organise and participate in trade missions;

3.3.1.4. to encourage, establish and support employment initiatives and initiatives for the start-up of businesses and enterprises,

3.3.1.5. to act as advertising agents,

3.3.1.6. to undertake or promote the settlement by arbitration (or by other means of dispute resolution) of disputes or questions arising in connection with commerce, trade and business;

- 3.3.2. to represent in the United Kingdom, the rest of the European Union and elsewhere, and to promote and protect the collective interests, views and opinions of the Members, and stimulate interest in and promote, support or oppose any legislation or policies (whether local, municipal, regional, national and international) affecting the interests of commerce, industry, trade or transport;
- 3.3.3. to promote high standards of business and the recognition and use of national and international standards;
- 3.3.4. to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the Local Areas that will achieve the greatest prosperity for the Local Areas and their people, and to stimulate public awareness of business interest;
- 3.3.5. to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and the BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object;
- 3.3.6. to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate;
- 3.3.7. to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
- 3.3.8. to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber;
- 3.3.9. to print and publish (including publication by electronic means) any newspapers, periodicals, books, leaflets or computer programs and other works and publications and to produce and market films and other audio, visual or digital aids and establish and operate internet websites and other forms of digital media;
- 3.3.10. to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
- 3.3.11. to borrow and raise money and secure its repayment in any manner;

- 3.3.12. to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;
- 3.3.13. to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 3.3.14. to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
- 3.3.15. to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Chamber;
- 3.3.16. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;
- 3.3.17. to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate; and
- 3.3.18. to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

4. INCOME AND PROPERTY OF THE CHAMBER

- 4.1. Subject to Articles 4.2 and 4.5, the income and property of the Chamber shall be applied solely in promoting the objects of the Chamber as set out in Article 3; and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, return of capital or otherwise howsoever to any Member or his Connected Persons. If any Member or any of his Connected Persons receives any dividend, bonus, return of capital or other property, in contravention of the terms of this Article 4.1, the limitation of liability in Article 2 shall cease to apply to such Member, and his liability shall be limited to an amount equal to the aggregate value (as determined by the Auditors) of such dividend, bonus, return of capital or other property received by him and/or any of his Connected Persons in contravention of the terms of this Article 4.1.
- 4.2. Subject to Article 4.3, nothing in Article 4.1 shall prevent the payment, in good faith, of remuneration to any officer or servant of the Chamber, or to any Member, or other person, in return for any services actually rendered to the Chamber.

- 4.3. Subject to Articles 4.4 and 4.5, no Director other than an Executive Director shall be entitled to any remuneration except repayment of out-of-pocket expenses.
- 4.4. Article 4.3 shall not apply to any payment to any company providing rail, gas, electricity, water, cable telephone or other utility services, of which a Director or any of his Connected Persons is a member, or any other company in which such Director shall not hold more than 1% of the share capital, and such Director shall not be bound to account for any share of profits he or any of his Connected Persons may receive in respect of such payment.
- 4.5. Nothing in Articles 4.1 or 4.3 shall prevent:
 - 4.5.1. a Member receiving a benefit from the Chamber in accordance with its objects;
 - 4.5.2. payment of interest at a reasonable commercial rate (not exceeding such rate as may from time to time be determined by the Board) on money borrowed by the Chamber from a Member or Director or (in each case) any of his Connected Persons; or
 - 4.5.3. payment of a reasonable and proper rent for any premises let by a Member or Director or (in each case) any of his Connected Persons to the Chamber.
- 4.6. If upon the winding-up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to:-
 - 4.6.1. if and so far as effect can be given to this Article 4.6.1, some other institution or institutions, having objects similar to the objects of the Chamber, to be determined by the Members at or before the time of dissolution; or
 - 4.6.2. if and so far as effect cannot be given to Article 4.6.1 then to some other institution or institutions having charitable objects and nominated by the Board.

5. MEMBERSHIP

- 5.1. The number of Members is unlimited.
- 5.2. Membership shall be open to:-

- 5.2.1. individuals who are in business on their own account;
- 5.2.2. companies, corporations and limited liability partnerships engaged or interested in commerce, industry, trade and transport;
- 5.2.3. members or partners (in their capacity as such) of limited partnerships or unlimited partnerships engaged or interested in commerce, industry, trade and transport;
- 5.2.4. members of professions who have an interest in commerce, industry, trade and transport;
- 5.2.5. any other individuals, companies, corporations, firms or other organisations (in each case having legal personality) whom the Board may in its absolute discretion admit to Membership.

6. HONORARY MEMBERSHIP

- 6.1. The Board may admit to Honorary Membership of the Chamber for such period as it may determine:-
 - 6.1.1. individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade or transport;
 - 6.1.2. individuals whom the Board considers have rendered special service to the Chamber or to the Chamber movement.
- 6.2. An Honorary Member shall receive notice of and shall be entitled to attend all general meetings to speak but not vote. An Honorary Member shall not be required to sign any application for Membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber. **Honorary Membership** shall be interpreted accordingly.

7. ADMISSION OF MEMBERS

- 7.1. All applications for Membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution if admitted) as the Board may in its absolute discretion from time to time prescribe.
- 7.2. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board and payment of the relevant annual subscription unless the Board determines that any amount may be paid at a later date.

- 7.3. The Board may determine different entrance fees for different classes of Member.
- 7.4. A member shall be admitted to Membership upon the later of the Chamber's receipt of application for Membership in accordance with Article 7.1 or receipt of all entrance fees and subscriptions payable in accordance with Article 7.2, provided that, without prejudice to the rights set out in Article 9, the Board may within 60 days of admission of a Member to Membership revoke such membership without giving reasons, but provided further that in such circumstances the Chamber shall reimburse any entrance fees or subscription fees paid within seven days of such revocation.

8. CESSATION OF MEMBERSHIP

- 8.1. A Member may terminate Membership by giving written notice at least three months before the day on which its subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.
- 8.2. Unless the Board shall suspend the operation of this Article from time to time for a period either generally, or in respect of any specific Member, a Member shall automatically cease to be a Member:-
 - 8.2.1. if being a corporate Member an order shall be made or resolution passed for winding up otherwise than for the purpose of solvent reconstruction;
 - 8.2.2. if being an individual he or she is adjudicated bankrupt;
 - 8.2.3. if it has suspended payment of its debts or made a composition with its creditors;
 - 8.2.4. if being an individual he has been suffering from mental or physical ill health and the Board resolves that he shall cease to be a Member;
 - 8.2.5. if it has failed to pay the prescribed subscription or any other sums due to the Chamber within two months of the due date, unless the Chief Executive shall otherwise direct by notice in writing to the relevant Member served on or before the expiry of such two month period.

For the avoidance of doubt, the Chief Executive may in exercising any discretion pursuant to Article 8.2.5 impose such conditions or sanctions relating to the payment of any arrears of monies as he shall in his absolute discretion deem fit, including, without limitation, any condition that any further default shall lead to a termination of Membership either automatically or at the discretion of the Chief Executive, the Board or other authority as the Chief Executive may in his absolute discretion specify.

9. EXPULSION OF MEMBERS

9.1. The Board may by Majority Resolution expel any Member at any time where in the opinion of the Board it is undesirable for the Member to continue as a Member provided that:-

9.1.1. 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. The Board is entitled to suspend the Membership of such a Member during such twenty-one day period; and

9.1.2. the Member concerned has been given a reasonable opportunity to make written representations to the Board and to attend or be represented at the Board meeting called to consider the expulsion, and to be heard in defence.

9.2. Any Member so expelled shall cease to be a Member and 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.

10. SUBSCRIPTIONS

10.1. The annual subscription payable by Members to the Chamber shall be such sum as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.

11. RIGHTS OF MEMBERS

11.1. The interests rights and privileges of a Member are personal only and not transferable or transmissible on death or liquidation. Where an

incorporated body is admitted as a Member this shall not imply that members of that body are ipso facto entitled to attend meetings of the Chamber or to the benefit of services which the Chamber offers.

12. GENERAL MEETINGS OF MEMBERS

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

13. ANNUAL GENERAL MEETINGS

- 13.1. The Chamber shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive annual general meetings.

14. NOTICE OF GENERAL MEETINGS

- 14.1. The Board may call general meetings and, on the requisition of Members together holding (subject to Article 20.6.3) at least 5% of the total voting rights of all the Members having a right to vote at general meetings pursuant to the provisions of the Act, shall within 21 days of receiving a valid requisition, proceed to convene a general meeting for a date not later than 28 days after the date of the notice of meeting, or in default the meeting may be convened by the requisitionists as provided by the Act.
- 14.2. All general meetings shall be called by at least fourteen clear days' notice. With the consent of such proportion as is prescribed by the Act of Members entitled to attend and vote at the meeting, a general meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and the general nature of the business to be conducted, and shall be given to all Members, Directors and the Auditors. Any Director, the Auditors (and any other person invited by the chairman to do so) may attend and speak at any general meeting, whether or not they are Members
- 14.3. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of such meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. QUORUM FOR GENERAL MEETINGS

- 15.1. No business shall be transacted at any general meeting unless a quorum is present. Fifteen persons entitled to vote upon the business being transacted, each being a Member, a proxy for a Member or (in respect of

a corporate Member) a duly authorised representative of such corporation, shall be a quorum.

- 15.2. If such a quorum is not present within half an hour from the time appointed for the general meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the chairman of the general meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or by proxy or by duly authorised representative shall be a quorum.

16. CHAIRING GENERAL MEETINGS

- 16.1. The President or in his absence some other Director nominated by the Board shall preside as chairman of the general meeting, but if neither the President nor any such other Director be present and willing to act, within fifteen minutes after the time appointed for holding the meeting, the Directors present shall elect one of their number to be chairman and if there is only one Director present and willing to act he shall be chairman.
- 16.2. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairman.
- 16.3. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Subject to this it shall not be necessary to give any notice of an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

- 17.1. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:-
 - 17.1.1. the chairman; or

- 17.1.2. at least five Members having the right to vote at the meeting; or
- 17.1.3. a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution,

and a demand by a person as proxy for or duly authorised representative of a Member shall be the same as a demand by a Member.

- 17.2. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 17.3. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.
- 17.4. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll.
- 17.5. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17.6. A poll duly demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll (other than on the election of a chairman or any question of adjournment) shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
- 17.7. 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.
- 17.8. On a show of hands every Member who is present in person or by proxy, or (being a corporation) is present by a proxy or a duly authorised representative (in the case of a proxy or duly authorised representative, not being himself a Member entitled to vote), shall have one vote.

- 17.9. On a poll every Member who (being an individual) is present in person or by proxy, or (being a corporation) is present by a proxy or a duly authorised representative shall have one vote.
- 17.10. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 17.11. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. PROXIES

- 18.1. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Board may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit of such forms at the registered office of the Chamber.

19. BOARD OF DIRECTORS

- 19.1. The Board shall consist of:-
- 19.1.1. the President; the Vice President (if any) and the Chief Executive;
 - 19.1.2. in addition to the Directors listed in Article 19.1.1, and subject to Article 19.2, up to eight persons who shall be appointed as Directors by ordinary resolution of the Members at any general meeting following a recommendation by the Appointments Committee; and
 - 19.1.3. in addition to the Directors listed in Articles 19.1.1 and 19.1.2, up to two persons who shall be appointed as Directors by ordinary resolution of the Members at a general meeting (other than an annual general meeting) following a recommendation by at least thirty Members in accordance with Articles 20.1.4.2 and 20.6.3.

19.2. The Chief Executive, President and Vice President shall be Ex Officio directors, which shall mean that:

19.2.1. in the case of the Chief Executive he shall be a director by virtue of holding the position as Chief Executive and shall not be required to have satisfied any of the qualifying criteria set out in Article 20 or to have been appointed pursuant to Articles 20.2 to 20.7 nor shall he be subject to the requirements of Articles 31.2 to 31.4 relating to retirement by rotation, but, for the avoidance of doubt, he shall be subject to the retirement provisions of Article 31.1; and

19.2.2. in the case of the President or Vice President, as appropriate, he shall have been required to satisfy the eligibility criteria set out in Article 20.1 at the time of his appointment as a Director and to satisfy the eligibility criteria set out in Articles 20.1.1 and 20.1.2 (but not Article 20.1.4) on any re-appointment as Director and to have been appointed in accordance with Articles 20.2 to 20.7, but once appointed as President or Vice President (as appropriate) any such appointee shall not be subject to the requirements of Article 31.2 to 31.4 in relation to retirement by rotation, but, for the avoidance of doubt, he shall be subject to the retirement provisions of Article 31.1.

19.3. If there shall for the time being be any shortfall in the number of Directors mentioned in Article 19.1 the number may be made up by the appointment of one or more additional Directors by ordinary resolution of the Members at any general meeting following a recommendation of the Appointments Committee, notwithstanding that there may already be eight persons in office under Article 19.1.2. Any such person shall hold office until the commencement of office of the relevant ex officio Director whose vacancy such person was appointed to fill, or the date on which such person is obliged to retire by rotation pursuant to Article 31.2, whichever is the first to occur.

20. APPOINTMENT TO THE BOARD

20.1. Notwithstanding any provision of these Articles other than Article 20.2, in order to be eligible for appointment as a Director:-

20.1.1. a candidate must be in business on his own account, a director or senior employee of a corporation, a partner or senior employee of a partnership, or a member or senior employee of a limited liability partnership;

- 20.1.2. the candidate, and/or the corporation, partnership or limited liability partnership of which such candidate is the director, senior employee, partner or member, as appropriate, must have been a Member for at least two consecutive years immediately preceding the date of such candidate's appointment or, in the case of re-appointment, must be a Member (without any qualifying period);
- 20.1.3. a candidate must not have served more than two consecutive periods as a Director of the Chamber, unless at least four years have lapsed since the date of his last retirement as a Director of the Chamber in circumstances where he has not offered himself for election as a Director in such four year period;
- 20.1.4. the candidate must either be:-
- 20.1.4.1. recommended in writing by the Appointments Committee; or
- 20.1.4.2. recommended in writing by notice signed by or on behalf of, and/or duly authenticated by, at least thirty Members,
- and in each case a note executed by the candidate confirming his willingness to be appointed must be lodged at the registered office of the Chamber prior to the annual general meeting or general meeting at which his appointment is to be voted on.
- 20.2. For the avoidance of doubt the eligibility criteria set out in Article 20.1.1 to 20.1.4 must be satisfied on appointment of each Director (other than the Chief Executive) and, on each re-appointment the eligibility criteria set out in Articles 20.1.1 to 20.1.3 (but not Article 20.1.4) must be satisfied.
- 20.3. Any candidate for the position of Director who does not satisfy the eligibility criteria in accordance with Article 20.1 and Article 20.2 shall not be appointed to the office of Director.
- 20.4. Subject to Article 20.6, Directors shall be appointed by election of the Members at the Chamber's annual general meeting in accordance with the electoral procedure set out in Article 20.5.
- 20.5. The election of a Director must take place in the following manner:
- 20.5.1. a person who is a Member and in business on his own account may nominate himself as a Director and a corporate entity, partnership or limited partnership that is a Member (**Sponsor**)

may nominate any director or senior employee of such corporate entity, partner or senior employee of such partnership or member or senior employee of such limited liability partnership as a Director provided that in each case the eligibility criteria required by Articles 20.1 and 20.2 are satisfied;

20.5.2. the name of each candidate nominated together with the name of any Sponsor must be sent in writing signed by the candidate and if appropriate any Sponsor, to the Chamber at least 28 days before the annual general meeting or general meeting at which the proposed appointment is to be voted upon;

20.5.3. any candidate for the office of Director who has satisfied the eligibility criteria required by Articles 20.1 and 20.2 may not less than 28 days before the annual general meeting or general meeting at which the proposed appointment is to be voted upon submit to the Chamber a written statement of not more than 500 words in relation to his candidacy which shall be circulated to the Members with the notice of annual general meeting or general meeting at which the proposed appointment is to be voted upon;

20.5.4. a list of the candidates' names in alphabetical order with the name of each Sponsor, as appropriate, shall be available for inspection at the registered office of the Chamber at least 14 days immediately preceding the annual general meeting or general meeting at which the proposed appointment is to be voted upon and shall be available for inspection at the annual general meeting or general meeting itself;

20.5.5. a balloting list shall be prepared containing the name of the candidates only in alphabetical order and shall be circulated with the notice of annual general meeting or general meeting at which the proposed appointment is to be voted upon;

20.5.6. each Member present in person or by proxy and qualified to vote may vote for any number of candidates not exceeding the number of vacancies;

20.5.7. candidates shall be elected on a first past the post system with the candidate or candidates achieving the highest number of votes being the elected candidate or candidates;

20.5.8. if any candidate declines to serve after being elected, the candidate who has the next largest number of votes shall be deemed to be elected;

- 20.5.9. if two or more candidates obtain an equal number of votes, the Chief Executive must select by lot from such candidates the candidate or candidates who is or are to be elected.
- 20.6. Without prejudice to the power of the Chamber to appoint Directors by election at its annual general meeting in accordance with Article 20.4, the Chamber may by election at any general meeting following the electoral procedure set out in Article 20.5 appoint a person who is willing to act to be a Director in any of the following circumstances:
- 20.6.1. if at any time the number of Directors is less than the quorum;
- 20.6.2. as permitted by Article 19.2; or
- 20.6.3. if the candidate has been recommended by the requisite number of Members in accordance with Article 20.1.4.2 and the meeting is validly requisitioned by the relevant Members in accordance with Article 14.1 (provided that for the purpose of this Article 20.6.3 a general meeting may be validly requisitioned by thirty Members regardless of whether or not such Members together hold at least 5% of the total voting rights of all the Members having a right to vote at general meetings pursuant to the provisions of the Act).
- 20.7. For the avoidance of doubt, during the currency of his office and on any re-appointment a Director may satisfy the eligibility criteria in Article 20.1.1 or Article 20.1.2 through involvement in the same or a different business to that which satisfied the eligibility criteria on any previous appointment or at the time of that appointment.
- 20.8. For the avoidance of doubt a Member may not operate as a Sponsor to more than one Director from time to time.
- 20.9. Any dispute as to whether a Director or proposed Director is a senior employee of a Sponsor shall be referred to the Appointments Committee whose decision shall be final and binding.

21. PRESIDENTS AND VICE PRESIDENTS

- 21.1. Subject to Article 21.4, the Vice President shall be appointed by the Board from amongst serving Directors, following:
- 21.1.1. receipt of recommendations from the Board; and

- 21.1.2. interviews by the then President and Chief Executive.
- 21.2. Subject to Article 21.4, such appointments shall be made no later than 31 March in the Year before such appointment takes effect. The person appointed in accordance with Article 21.1 shall, without prejudice to any other provision of these Articles regarding cessation of Directorship, hold office as Vice President for a one-year term commencing on 1 April, and hold office as President for a two-year term commencing immediately on cessation of his period of office as Vice President.
- 21.3. The President shall retire from office as a Director immediately on the cessation of his period of office as President.
- 21.4. In the event of a casual vacancy arising for the office of President or Vice President, the Board may appoint from amongst the Directors a successor who shall serve until the commencement of office of any successor validly appointed in accordance with Articles 21.1 and 21.2.

22. POWERS OF THE BOARD

- 22.1. Subject to the provisions of the Act, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Board which may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a Board meeting at which a quorum is present may exercise all powers exercisable by the Directors.

23. PROCEEDINGS OF THE BOARD

- 23.1. Subject to the Constitution, the Board may regulate its own proceedings.
- 23.2. Any decision of the Board must (save as otherwise expressly provided) be either a majority decision at a Board meeting or a decision taken in accordance with Article 23.3.
- 23.3. A decision of the Board is taken in accordance with this Article 23.3 when all Eligible Directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in writing. A decision may not be taken in accordance with this

- Article if the Eligible Directors would not have formed a quorum at such a meeting.
- 23.4. Any Director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
- 23.5. Notice of any Board meeting must indicate:
- 23.5.1. its proposed date and time;
 - 23.5.2. where it is to take place; and
 - 23.5.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 23.6. Notice of a Board meeting must be given to each Director, but need not be in writing.
- 23.7. Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Chamber not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 23.8. Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when:
- 23.8.1. the meeting has been called and takes place in accordance with the Articles; and
 - 23.8.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 23.9. In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 23.10. The quorum for the transaction of the business of the Board shall, unless otherwise fixed by the Directors, be at least four Directors.

23.11. The continuing Directors may act notwithstanding any vacancies in their number, but if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of calling a general meeting to fill such vacancies.

23.12. The Board shall meet at least once in each Quarter.

23.13. The Board may invite the chairman of any subsidiary company of the Chamber and any Consultative Forum Member to attend Board meetings. Any such attendees, whilst they shall not be Directors, shall be entitled to speak at such meetings but they will not be entitled to a vote on any matter.

24. CHAIRMAN OF THE BOARD

24.1. The Board may appoint a Director to chair its meetings. The person so appointed for the time being is known as the chairman. The Board may terminate the chairman's appointment at any time. If the chairman is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

24.2. If the numbers of votes for and against a proposal are equal the chairman or other Director chairing the meeting shall not have a casting vote.

25. AGENT

25.1. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as it determines.

26. DELEGATION OF BOARD'S POWERS

26.1. The Board may delegate any of its powers to any Committee consisting of at least one Director member, and in the case of a Committee such other persons, whether or not Directors, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

27. REMUNERATION

27.1. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

28. CHIEF EXECUTIVE

28.1. The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, the Board may revoke such appointment.

28.2. The Chief Executive shall not also be Secretary.

28.3. In relation to his duties and obligations as a Director, the Chief Executive shall act as managing director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

28.4. Any power or discretion vested in the Chief Executive by these Articles shall, in the event that there shall be a vacancy in the role of Chief Executive or the Chief Executive shall be otherwise absent, be exercisable by such person who shall be fulfilling the role or functions of the Chief Executive during such vacancy or absence.

29. DECLARATION OF INTEREST

29.1. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract or arrangement (within the meaning of Section 177 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Board. A Director, having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

29.2. For the purposes of Article 29.1:-

29.2.1. a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the

notice of 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

- 29.2.2. 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.

30. DIRECTORS' CONFLICTS OF INTEREST

30.1. The Board may, in accordance with the requirements set out in this Article 30, authorise any Conflict proposed to it by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest.

30.2. Any authorisation under Article 30.1 shall be effective only if:

- 30.2.1. to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;

- 30.2.2. any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

- 30.2.3. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

30.3. Any authorisation of a Conflict under Article 30.1 may (whether at the time of giving the authorisation or subsequently):

- 30.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

- 30.3.2. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Board or otherwise) related to the Conflict;

- 30.3.3. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Board in relation to any resolution related to the Conflict;
 - 30.3.4. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Board thinks fit;
 - 30.3.5. provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director) information that is confidential to a third party, he shall not be obliged to disclose that information to the Chamber, or to use it in relation to the Chamber's affairs where to do so would amount to a breach of that confidence; and
 - 30.3.6. permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Board and be excused from reviewing papers prepared by, or for, the Board to the extent they relate to such matters.
- 30.4. Where the Board authorises a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Board in relation to the Conflict.
- 30.5. The Board may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 30.6. A Director is not required by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Chamber for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Board in accordance with these Articles or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

31. DISQUALIFICATION, RETIREMENT AND REMOVAL OF DIRECTORS

- 31.1. The office of a Director shall be vacated if:-
- 31.1.1. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - 31.1.2. if being an Executive Director he shall cease to hold office as such; or

- 31.1.3. he resigns his office by notice in writing to the Chamber; or
- 31.1.4. he dies or becomes bankrupt or makes any composition with his creditors generally; or
- 31.1.5. he has been suffering from mental or physical ill health and the Board resolves that his office be vacated; or
- 31.1.6. he shall for three or more meetings in a consecutive 18-month period have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
- 31.1.7. six months have lapsed since:
 - 31.1.7.1. the Director or the incorporated entity of which he is the director or senior employee or partnership or limited liability partnership of which he is a partner, member or senior employee ceased to be a Member of the Chamber in circumstances where the Director has not himself become a Member of the Chamber or become a director, senior employee, member or partner of an incorporated entity, partnership or limited liability partnership, which is itself a Member of the Chamber, in either case within such six month period; or
 - 31.1.7.2. the Director ceased to be a director, senior employee or partner of the incorporated entity, partnership or limited liability partnership that is a Member of the Chamber in circumstances where, within such six month period, he has not become a director, senior employee, member or partner of an incorporated entity, partnership or limited liability partnership that is a Member of the Chamber.
- 31.2. Subject to Article 31.3 and without prejudice to any obligation to retire in accordance with any other provision of these Articles, each Director (other than a Director listed in Article 19.1.1) shall retire from office at the fourth annual general meeting of the Chamber after the date of passing of the resolution pursuant to which he was previously appointed.
- 31.3. At each of the second, third and fourth annual general meetings of the Chamber to be held following the Amalgamation Date, two of the Directors (other than a Director referred to in Article 19.1.1) shall retire from office.

Those to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who were appointed or re-appointed on the same day, those to retire shall be determined (unless they otherwise agree amongst themselves) by lot drawn not less than 35 days prior to the proposed date of the annual general meeting to be administered by the Chief Executive, whose certificate as to the result shall be final.

- 31.4. Subject to Article 20.1, a Director retiring by rotation or who retires in accordance with Article 21.3 shall be eligible for re-appointment. If the Chamber, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act and eligible to be re-appointed, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost. If he is not re-appointed, he shall retain office until the end of the meeting.

32. CONSULTATIVE FORUM

- 32.1. In accordance with and following the adoption of the Consultative Forum Bye-Laws, there shall be established a consultative forum (**Consultative Forum**).
- 32.2. The role of the Consultative Forum shall be to:
- 32.2.1. encourage and facilitate effective dialogue and collaboration between the Chamber and local partners and Members;
 - 32.2.2. propose and develop projects intended to provide long term solutions to problems affecting the economic, social and environmental welfare of the Black Country and to remove barriers to economic growth; and
 - 32.2.3. encourage Members to:
 - 32.2.3.1. participate in the Chamber's activities; and
 - 32.2.3.2. make an effective contribution to the achievement of the Chamber's objectives.
- 32.3. It is acknowledged that, whilst the Board will, in developing Chamber strategy, consult with and take into account as far as reasonably practicable the advice and guidance of the Consultative Forum, the Consultative Forum has no authority to manage the business of, or exercise any powers of, the Chamber unless expressly delegated to it by the Board from time to time, and the Consultative Forum shall at all times

act in accordance with the directions, guidance and financial policy of the Board.

- 32.4. The Consultative Forum Bye-Laws shall govern the appointment, retirement and removal of Consultative Forum Members, and other procedural matters in respect of the Consultative Forum.

33. SECRETARY

- 33.1. Subject to the provisions of the Act, the Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Act are duly made, that the Chamber's own register and records are properly maintained, and (save to the extent that the responsibility for the same has been delegated to a member of the Chamber executive) practical effect is given to decisions of the Board.

34. BYE-LAWS

- 34.1. The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with these Articles and which do not reduce the functions of the Board.

- 34.2. Without prejudice to the generality of Article 34.1, Bye-Laws may be made, altered or revoked in connection with:-

34.2.1. Membership;

34.2.2. subscriptions;

34.2.3. Committees;

34.2.4. proceedings of the Board; and

34.2.5. the Consultative Forum.

35. MINUTES

- 35.1. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at general meetings of the Chamber, and meetings of the Board, Committees and the Consultative Forum, including the names

of Board, Committee or Consultative Forum members present at each such meeting.

- 35.2. All minutes shall be open to inspection by any Director. Minutes of meetings of any Committee and the Consultative Forum shall also be open to inspection by their respective members.

36. ACCOUNTS

- 36.1. Accounting records, books and documents shall be kept, as required by the Act, at the registered office of the Chamber or at such other place or places as the Board shall think fit.
- 36.2. The accounting records, books and documents shall be open to the inspection of any Director or Secretary and, subject to Article 36.3 and any reasonable restriction as to the time and manner of inspection imposed by the Board and Constitution, by Members.
- 36.3. No Member shall have any right of inspecting any accounting record book or document of the Chamber except as conferred by Applicable Law or authorised by the Board or by any ordinary resolution of the Chamber.
- 36.4. True accounts shall be kept of the income and expenditure and of the assets and liabilities of the Chamber. Once at least in every year the accounts of the Chamber shall be examined, and audited by the Auditors.
- 36.5. The Board shall in each year cause to be prepared and submitted to the Chamber in general meeting the income and expenditure account, balance sheet and reports required by the Act. The Auditors' report shall be open to inspection by the Members in general meeting.

37. AUDITORS

- 37.1. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act. The Auditors shall have the right at their discretion to attend any meeting of the Board.

38. NOTICES

- 38.1. Any notice or document may be sent by the Chamber to any Member by any of the following methods:
 - 38.1.1. personally;
 - 38.1.2. by sending it through the post in a prepaid envelope addressed to the Member at its registered address, or an address for the

time being notified to the Chamber by the Member for that purpose;

- 38.1.3. by leaving it at its registered address or an address for the time being notified to the Chamber by the Member for that purpose;
- 38.1.4. by sending it in electronic form to an address for the time being notified to the Chamber by the Member for that purpose;
- 38.1.5. where appropriate, by making it available on a website and notifying the Member of its availability in accordance with Article 39; or
- 38.1.6. by any other means permitted by the Act.

39. ELECTRONIC COMMUNICATIONS

- 39.1. Subject to any requirement of Applicable Law, the Chamber may send any documents or notices to its Members in electronic form and such documents or notices will be validly sent provided that:
 - 39.1.1. the Member has agreed either generally or in respect of a specific matter (or, in the case of a company, is deemed to have agreed by a provision in the Act) that documents or notices can be sent in electronic form; and
 - 39.1.2. copies of the documents are sent in electronic form to the address notified by the Member to the Chamber for that purpose.
- 39.2. Subject to any requirement of Applicable Law the Chamber may send any documents or notices to its Members by means of a website and any such documents or notices will be validly sent provided that:
 - 39.2.1. the Member has expressly agreed (generally or specifically) that documents or notices may be sent by means of a website to it or it has been asked (individually) to agree that documents and notices can be sent by means of a website and the Chamber has received no response to that request within 28 days from the date on which the request was sent; and
 - 39.2.2. the Member is notified of the presence of the documents on the website, the address of the website, the place on the website where the documents may be accessed and how they may be accessed.

- 39.3. Documents must be available on the website for a period of not less than 28 days from the date of notification unless Applicable Law makes provision for any other time period.

40. REGISTERED ADDRESS OUTSIDE THE UNITED KINGDOM

- 40.1. Any Member with a registered address outside the United Kingdom who gives to the Chamber an address within the United Kingdom at which notices or other documents may be sent to it, or an address to which notices or other documents may be sent by electronic means shall be entitled to have notices or other documents sent to it at that address, but otherwise not be entitled to receive any notice or other document from the Chamber.

41. DEEMED SERVICE

- 41.1. Any notice, document or other information, addressed to a Member at his registered address or address for service in the United Kingdom shall, if served, sent or supplied by first class post, be deemed to have been served or delivered on the day after the day when it was put in the post (or, where second class post is employed, on the second day after the day when it was put in the post). Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given.
- 41.2. Any notice, document or other information not served, sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered on the day on which it was so delivered or left.
- 41.3. Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Chamber notwithstanding that the Chamber subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.

41.4. Any notice, document or other information served, sent or supplied by the Chamber by any other means authorised in writing by the Member concerned shall be deemed to have been received when the Chamber has carried out the action it has been authorised to take for that purpose.

41.5. A Member present, either in person or by proxy or by duly authorised representative, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where required, of the purpose for which it was called.

42. AUTHENTICATION OF DOCUMENTS SENT BY ELECTRONIC MEANS

42.1. A document or information sent in electronic form by electronic means by a Member or other person to the Chamber is sufficiently authenticated in any manner authorised by the Act or in such other manner approved by the Board.

43. INDEMNITIES

43.1. Subject to the provisions of Applicable Law, but without prejudice to any indemnity to which he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any costs, charges, losses, expenses and liabilities incurred by him as a Director or other officer of the Chamber in the actual or purported execution and/or discharge of his duties or in relation thereto, including:

43.1.1. any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part; or

43.1.2. in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.

44. INSURANCE

44.1. The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of Applicable Law.

45. WINDING-UP

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