Articles of Association

of

Shropshire Chamber Limited

(Company number 01016036)

Private company limited by guarantee without share capital

Adopted 2026

ARTICLES OF ASSOCIATION

1. INTERPRETATION

1.1. The interpretation of the Articles is governed by the defined terms in this Article 1.

1.2. A reference to any gender includes any other gender.

1.3. The singular includes the plural and vice versa.

1.4. References to persons includes bodies, corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality).

1.5. The headings in these Articles are for convenience only and do not affect their meaning.

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

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

1.8. In these Articles:

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

Annual General Meeting means a meeting held pursuant to Article 12.1.

Applicant means a company or partnership that has applied for admission as a Member of the Chamber.

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

Board means the Board of Directors of the Chamber.

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

Chair means (i) in respect of meetings of Members, the person specified in Article 13.3 and (ii) in all other cases, the person specified in Article 19.2.

Chamber means Shropshire Chamber Limited ((Company number 01016036).

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

Committee means any committee established under Article 15.7.

Connected means an individual who is (i) a current partner, director or employee of a Member or (ii) a former partner, director or employee of a Member who is acting as a consultant to that member.

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

Director means a director of the Chamber.

Electronic Form has the meaning given it in section 1159 of the Companies Act 2006.

Eligible Director means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter).

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

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

Majority Resolution means a resolution of the Board passed by a majority of the Eligible Directors present and entitled to vote on the resolution.

Member means a member for the time being of the Chamber (but excluding any Honorary Member(s)).

Officers means the President and/or Vice-President as the context requires.

Operative Date the date of adoption of these Articles.

Non-Executive Director means an individual referred to in Article 15.3.4 and where the context so requires or admits includes an Officer.

President means the President of the Chamber.

SCCE means Shropshire Chamber of Commerce and Enterprise Limited (CRN: 2542085)

Seal means the Common Seal of the Chamber.

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

Section means a Section referred to in Article 25.

Vice-President means the Vice-President of the Chamber.

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

2. OBJECTS AND POWERS

2.1. The objects ("the principal objects") for which the Chamber is established are:-

2.1.1. the promotion of commerce, industry, trade services, transport, business support, science, education and regeneration in Shropshire ("the locality") and elsewhere within the United Kingdom, the European Union and worldwide and anything incidental to or conducive to any of those objects and in furtherance of the principal objects the Chamber shall have the following express powers;

2.1.2. to carry on business as a general commercial company and (without limitation) to promote commerce industry trade services transport and education and in that connection to foster advance and protect commercial industrial trade and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the locality referred to above and elsewhere in the United Kingdom and beyond;

2.1.3. to provide information and advice to its Members to support business and entrepreneurial growth;

2.1.4. to encourage Membership of the Chamber and support the activities of our Members where appropriate;

2.1.5. to represent in the United Kingdom and beyond and to promote and protect the collective interests views and opinions of the members, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce industry trade services transport and education;

2.1.6. to promote high standards of business and the recognition and use of national and international standards.

2.2. In furtherance of the principal objects but not otherwise the Chamber shall also have the following express powers:-

2.2.1. to act as the holding company and sole member of SCCE;

2.2.2. to incorporate subsidiary companies to carry on any trade;

2.2.3. to seek admission to and to operate as an accredited member of the British Chambers of Commerce (BCC);

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

2.2.4.1. **to** collect analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to members;

2.2.4.2. **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,

2.2.5. to promote organise and participate in international trade;

2.2.6. to issue export documentation;

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

2.2.8. to undertake such activities as may from time to time be required by the BCC for accreditation purposes;

2.2.9. to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest;

2.2.10. to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise.

2.2.11. to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.

2.2.12. to carry on the objects referred to in articles 2.2.3 to 2.2.11 either by itself or through subsidiary undertakings;

2.3. In furtherance of the principal objects but not otherwise the Chamber shall also have the following powers:-

2.3.1. to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate;

2.3.2. to construct, maintain and alter any houses, buildings or installations;

2.3.3. to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;

2.3.4. to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;

2.3.5. 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;

2.3.6. 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;

2.3.7. 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;

2.3.8. to print and publish and sell any newspapers, periodicals, books, leaflets or computer programmes electronic data and other works and publications and to produce and market films and other audio or visual aids;

2.3.9. to borrow and raise money and secure its repayment in any manner;

2.3.10. to lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Chamber may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

2.3.11. to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;

2.3.12. to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;

2.3.13. 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;

2.3.14. to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber;

2.3.15. 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;

2.3.16. to alter or amend any of the above powers and/or objects of the Chamber as and when the Chamber deems necessary.

3. LIMITATION OF PRIVATE BENEFITS

3.1. The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made directly or indirectly to its Members

in cash or otherwise.

3.2. Nothing in these Articles shall prevent any payment in good faith by the Chamber of:

3.2.1. reasonable and proper remuneration to any Member, person Connected with a Member, officer or servant of the Chamber for any services rendered to the Chamber;

3.2.2. any interest on money lent by any Member or any Director at a reasonable and proper rate;

3.2.3. reasonable and proper rent for premises demised or let by any Member or Director; or

3.2.4. reasonable out-of-pocket expenses properly incurred by any Director.

4. LIMITATION OF LIABILITY

4.1. The liability of the Members is limited.

4.2. Every Member of the Chamber undertakes to contribute to its assets, in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for payment of the debts and liabilities of the Chamber, contracted before they ceased to be a Member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.

4.3. If on the winding up of the Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the Members of the Chamber, but shall be given or transferred to some other body (whether or not it is a Member of the Chamber) having objects similar to those of the Chamber, or to another body the objects of which are charitable.

5. MEMBERS

5.1. Membership of the Chamber is with the company, Shropshire Chamber Limited.

5.2. The number of Members is unlimited.

5.3. The Directors may establish different categories of membership and decide their privileges, duties, and subscriptions.

5.4. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by By-law or otherwise from time-to-time divide Members

into categories and fix different rates of subscription for different categories. Annual subscriptions shall be non-returnable.

5.5. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

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

5.7. Membership shall be open to:-

5.7.1. individuals who are in business on their own account;

5.7.2. companies, corporations, firms and other organisations engaged or interested in commerce industry trade services transport science education and regeneration;

5.7.3. members of professions who have an interest in commerce industry trade services transport science education and regeneration;

5.7.4. any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.

5.8. All applications for membership shall be made in writing or completed via the Chamber website in digital form in such form (containing an undertaking to be bound by the Constitution of the Chamber and such information about the applicant and its business and, if a corporate body, its Directors and/or other officers and ownership) as the Board may in its absolute discretion from time to time prescribe.

5.9. The Board may establish such classes of associate and affiliate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate or affiliate Members in accordance with such regulations as the Board shall make, provided that no such associate or affiliate Members shall be Members of the Chamber for the purposes of the Articles or Companies Act.

6. HONORARY MEMBERS

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 industry trade services transport science education and regeneration;

6.1.2. individuals whom the Board considers have rendered special service to the

Chamber, or to the Chamber Network.

6.2. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings and 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 they be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.

6.3. Unless an alternative period is determined pursuant to Article 6.1, an Honorary Member shall remain an Honorary Member for the period from the date on which they become an Honorary Member to the first anniversary of such date (at which point they shall cease to be an Honorary Member but may subsequently be re-admitted pursuant to Article 6.1).

7. RESIGNATION AND REMOVAL OF MEMBERS

7.1. A Member may terminate their subscription by giving notice in writing at least three months before the day when their 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.

7.2. Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:-

7.2.1. if being a company an order shall be made, or resolution passed for winding up otherwise than for the purpose of reconstruction;

7.2.2. if adjudicated bankrupt;

7.2.3. if suspending payment or compounding with creditors;

7.2.4. if failing to pay the prescribed subscription within three months of the due date.

7.3. In the event a Member has failed to pay the prescribed subscription by the due date, they shall cease to be entitled to vote at, attend or receive notice of any general meeting unless and until they have paid their prescribed subscription.

8. RENEWAL AND TERMINATION OF MEMBERSHIP

8.1. The Board may, in their discretion:-

8.1.1. refuse any application for membership without giving reasons for their decision; or

8.1.2. decline to renew the membership of any Member upon the expiry of the Member's membership period.

8.2. In determining whether refusal, non-renewal or termination is in the best interests of the Chamber, the Board may take into account any matter they consider relevant, including whether:

8.2.1. the Applicant or Member concerned or any person Connected with such Member is (in the reasonable opinion of the Board) guilty of conduct which has or is likely to have a serious adverse effect on the Chamber or bring the Chamber or any or all of the Members into disrepute;

8.2.2. the Applicant or Member concerned or any person Connected with such Member (in the reasonable opinion of the Board) has acted or has threatened to act in a manner which is contrary to the interests of the Chamber as a whole;

8.2.3. the Member or any person Connected with such Member has failed to comply with these Articles or any rules, regulations or policies of the Chamber;

8.2.4. the Member fails to pay any subscription or other sum payable by the Member to the Chamber within the time frame specified for payment of subscription or other fees specified in any rules or bye-laws of the Society in place from time to time;

8.2.5. in relation to membership, continuing, in the Board's opinion, would not be in the best interest of the Chamber or its Members.

8.3. The Board may at any time by Majority Resolution terminate the membership of any Member at any time if they consider acting reasonably and in good faith, that such termination is in the best interests of the Chamber giving not less than twenty-one days' notice of the proposed resolution and the matters giving rise to the proposed resolution have been given to the Member concerned.

8.4. The notice of termination must be given to the Member concerned and the Member will be given the opportunity to be heard in writing or in person as to why their membership should not be terminated.

8.5. Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.

9. REVIEW OF MEMBERSHIP DECISIONS

9.1. An Applicant or Member whose membership has not been accepted, renewed or whose membership has been terminated under these Articles may request a review of the decision by giving written notice to the Chamber within 21 days of receiving notice of the decision.

9.2. Upon receipt of a request for review, the Chair (or, if the Chair was involved in the original decision, another Director nominated by the board) shall convene a review panel comprising:

9.2.1. the Chair (or an alternative Director nominated by the Board in the Chair's place); and

9.2.2. one other Director who did not participate in the original decision ('**Review Panel'**).

9.3. The review panel shall consider:

9.3.1. the decision of the Board;

9.3.2. the evidence and materials considered by the Board;

9.3.3. any written representations submitted by the Applicant or Member; and

9.3.4. whether the process set out in these Articles and any applicable policies of the Chamber has been followed.

9.4. The role of the review panel shall be to determine:

9.4.1. whether the decision was made in good faith;

9.4.2. whether the Applicant or Member was afforded any procedural rights required by these Articles;

9.4.3. whether the Board considered relevant information and disregarded irrelevant information; and

9.4.4. whether the decision was one that the Board were reasonably entitled to reach.

9.5. The review panel may:

9.5.1. uphold the decision;

9.5.2. refer the matter back to the Board for reconsideration with such recommendations as it considers appropriate; or

9.5.3. require any procedural defect to be remedied before the decision takes effect.

9.6. The review panel shall not substitute its own view for that of the Directors solely because it would have reached a different conclusion.

9.7. The decision of the review panel shall be final and binding.

9.8. In the event of disagreement between the members of the Review Panel, the decision of

the Chair shall prevail.

9.9. Until the review process has concluded, any termination or non-renewal decision shall be suspended unless the Directors determine that immediate effect is necessary to protect the interests or reputation of the Chamber.

10. ORGANISATION OF GENERAL MEETINGS OF MEMBERS

10.1. The Chamber shall hold a general meeting in every year as its Annual General Meeting. The notice calling the meeting must say that the meeting is the Annual General Meeting.

10.2. There must not be a gap of more than 15 months between the date of one Annual General Meeting and the next.

10.3. Subject as above, Directors will decide when and where to hold the Annual General Meeting.

10.4. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene general meetings in accordance with the provisions of the Acts.

10.5. Members of the Board shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons Connected with a Member or proxies or duly authorised representative of a Member.

11. NOTICE OF GENERAL MEETINGS

11.1. Any notice to be given pursuant to the Articles shall be in writing.

11.2. The Chamber may give any notice to a Member, an Honorary Member, or the Auditors either:-

11.2.1. by delivering it by hand to the last known address;

11.2.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;

11.2.3. by electronic communication to an address notified to the Chamber;

11.2.4. by a website the address of which shall be notified to the Member, Honorary Member, or Auditor in writing.

11.3. If a notice is sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.

11.4. If a notice is delivered by hand, it is treated as being delivered at the time it is handed to

or left for the Member, Honorary Member, or auditors.

11.5. If a notice is sent in Electronic Form, it is treated as being delivered at the time it was sent.

11.6. If a notice is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

11.7. General meetings shall be called by at least fourteen clear days' notice.

11.8. The notice of a meeting shall specify the method of the meeting (in person, online or a hybrid of the two), the time and place of the meeting and in the case of special business the general nature of that business and shall be given to all Members and auditors. When the meeting is online the platform name should be stated

11.9. General meetings may be held in person, online or a hybrid of the two, recommended by the Chief Executive and approved by the Board.

11.10. A general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members.

11.11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

11.12. If the Chamber gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

11.13. A Member present, either in person or by proxy or by a person Connected with that Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1. All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of members of the Board and the appointment of and the fixing of the remuneration of the auditors.

12.2. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any

information or opinions which that person has on the business of the meeting.

13. QUORUM OF GENERAL MEETINGS

13.1. No business shall be transacted at any general meeting unless a quorum is present of ten persons entitled to vote upon the business being transacted, each being a Member, or a person Connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

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

13.3. The President or in their absence the Vice-President or in their absence some other member of the Board nominated by the Board shall preside as Chair of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number (who shall not be an Executive Director) to be Chair and if there is only one member of the Board present and willing to act they shall be Chair.

13.4. If no member of the Board is willing to act as Chair, or if no member of the Board 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 Chair.

13.5. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

14. VOTING AT GENERAL MEETINGS

14.1. 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 Acts, a poll may be demanded:-

14.1.1. by the Chair; or

14.1.2. by at least five Members having the right to vote at the meeting;

14.1.3. by a person as proxy for or duly authorised representative of or a person Connected with a Member which shall be the same as a demand by a Member.

14.2. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or by a person Connected with that Member, unless all moneys presently payable by that Member to the Chamber in respect of subscriptions have been paid.

14.3. Unless a poll is duly demanded a declaration by the Chair 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.

14.4. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

14.5. A poll shall be taken as the Chair directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14.6. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

14.7. 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.

14.8. On a show of hands every Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person Connected with a Member, not being themselves, a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.

14.9. 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 Chair whose decision shall be final and conclusive.

14.10. On a poll, votes may be given either personally or by a person Connected with a Member or by proxy or duly authorised representative.

14.11. Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the Chair, the Secretary or any Director at the time appointed for taking the poll.

14.12. Further to Article 7.3, no Member shall have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of membership whether conferred by these articles or otherwise if it is overdue with the payment of its annual subscription fees.

15. THE BOARD

15.1. The Board is the governing body of the Chamber and is responsible for agreeing the strategy of the business and monitoring performance.

15.2. The Board shall appoint a Chief Executive and may appoint other Executive Directors.

15.3. The Board shall consist of:-

15.3.1. the President who shall be elected by the Board from their number;

15.3.2. the Vice-President who shall also be elected by the Board from their number;

15.3.3. the Chief Executive;

15.3.4. up to nine individuals (each (i) a Member or (ii) a person Connected with a

Member or (iii) an Honorary Member) who are either nominated in accordance with article 20.1, or (in the case of a casual vacancy) appointed by the Board;

15.4. Subject to the provisions of the Acts, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the 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 Board by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Board. The Board may appoint its own meetings and regulate its own proceedings.

15.5. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be 3 Directors (being (i) 2 Eligible Directors (with the Chief Executive not being an Eligible Director for the purpose of this Article 15.5) and (ii) the Chief Executive). If the necessary quorum is not present within 30 minutes from the time appointed for the meeting, or if, during a meeting, such quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Chair determines provided that at least 5 Business Days' advance notice of such adjourned meeting is given to each Director (or such shorter notice as may be approved by all of the Directors). If a quorum is not present at any such adjourned meeting within 30 minutes from the time appointed, then the meeting shall proceed provided at least one Eligible Director is present.

15.6. 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 they determine, including authority for the agent to delegate all or any of their powers.

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

15.8. No Director shall be entitled to remuneration for their services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

16. DECISIONS OF THE BOARD

16.1. Any decision of the Board must be either a Majority Resolution at a meeting or a decision taken in accordance with article 17.

17. **UNANIMOUS DECISIONS OF THE BOARD**

17.1. A decision of the Board is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

17.2. 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.

17.3. 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.

18. **CALLING A DIRECTORS MEETING**

18.1. Any Director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice. At least 10 Business Days' advance notice of each such meeting shall be given to each Director (except with the prior consent in writing of all of the Directors, when meetings of the Board may take place on shorter notice).

18.2. Notice of any Board meeting must indicate:

18.2.1. its proposed date and time;

18.2.2. where it is to take place; and

18.2.3. 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.

18.3. Notice of a Board meeting must be given to each Director, but need not be in writing.

18.4. 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.

19. **PARTICIPATION IN DIRECTORS MEETINGS**

19.1. Subject to the articles, Directors participate in a Board meeting, or part of a Board meeting, when:

19.1.1. the meeting has been called and takes place in accordance with the articles, and

19.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

19.1.3. In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

19.1.4. 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.

19.2. The President or in their absence a Vice-President or in their absence some other member of the Board nominated by the Board shall preside as Chair of meetings, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number (who shall not be an Executive Director) to be Chair and if there is only one member of the Board present and willing to act they shall be Chair.

19.3. If the numbers of votes for and against a proposal are equal, the Chair has a casting vote.

19.4. Article 19.3 does not apply if, in accordance with the articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. APPOINTMENT OF DIRECTORS

20.1. No person shall be appointed a Director:-

20.1.1. Unless they have consented so to act; and

20.1.2. who is not either:

20.1.2.1. a Member or a person Connected with a Member (having been a Member for a period of at least 2 years); or

20.1.2.2. an executive of the Chamber.

20.2. The Board shall at all times have power to fill a casual vacancy amongst the Non-Executive Directors to serve until the Non-Executive Director whose place they would have filled would have retired. The Board shall at all times have power to appoint Executive Directors.

20.3. No person shall be appointed or reappointed a Director at any general meeting unless;

20.3.1. They are recommended by the Directors; or

20.3.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by two Members qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Chamber's register of Directors together with notice executed by that person of their willingness to be appointed or reappointed.

20.3.3. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Chamber of the intention to propose them at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the Chamber's register of Directors.

20.4. The Chamber may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and (subject to Article 20.5) may also determine the rotation in which any additional Directors are to retire.

20.5. Each Director (other than (i) the Chief Executive or (ii) any person appointed under Article 20.6) shall be appointed by the Members at the Annual General Meeting and shall then hold office for a term of three years and will then be subject to re-election every three years.

20.6. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. Such Director shall be subject to re-election at the next Annual General Meeting of the Chamber.

21. DISQUALIFICATION AND REMOVAL OF DIRECTORS

21.1. The office of a Director shall be vacated if:-

21.1.1. they cease to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director; or

21.1.2. they become bankrupt or make any arrangement or composition with their creditors generally; or

21.1.3. they resign their office by notice to the Chamber; or

21.1.4. they shall for more than three consecutive meetings have been absent without permission of the Directors from meetings of Directors and the Directors resolve that their office be vacant; or

21.1.5. if, (being the Chief Executive) they shall cease to hold office as such; or

21.1.6. If they are removed from office as a Director before the expiration of that period of office by Majority Resolution of the Board passed at a meeting of the Board convened by an Officer on at least 21 days notice provided that:

21.1.6.1. the Director concerned is given at least 14 days' notice of the matters giving rise to the proposed resolution and is given a reasonable opportunity to make and have circulated to the Board written representations and to be heard at the Board meeting called to consider the resolution and at any adjournment;

21.1.6.2. a vacancy created by the removal of a Director under this article may be filled as a casual vacancy by the Board but a person who has been removed shall not be reappointed under this article.

22. OFFICERS

22.1. The individual named as President in accordance with Article 15.3 shall hold office as President for an initial term of 3 years and may thereafter be reappointed annually by the Board for a maximum of 3 further years.

22.2. At the first Board meeting following each Annual General Meeting a Vice-President shall be appointed from amongst the Board members. If more than one individual is nominated a vote shall be taken to determine the matter in such manner as the Board may decide. After the vote, the individual appointed shall, in due course, succeed (subject to Article 15.3) to the office of President after the current title holder as served a maximum of two terms of 3 years in length in office.

22.3. In case of any vacancy occurring in the office of President then the vacancy shall be filled by the Vice-President who shall cease to be Vice-President and shall hold office as President for the remainder of the period the person they have succeeded would have continued in office and for the ensuing year.

22.4. In the case of any vacancy occurring in the office of Vice-President then the vacancy shall be filled by the Board appointing the Vice-President from amongst the Board Members and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Board may decide. If the vacancy has occurred by reason of the Vice-President taking over the office of President, the individual appointed Vice-President shall hold office as Vice-President for the remainder of the period the person they have succeeded would have continued in office and for such further period as their predecessor holds office as President. If the vacancy has occurred for any other reason the individual appointed Vice-President shall hold office as such for the remainder of the period the person they have succeeded would have continued in office.

23. CHIEF EXECUTIVE

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

23.2. The Chief Executive shall not also be Secretary.

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

24. SECRETARY

24.1. Subject to the provisions of the Acts, a 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.

25. SECTIONS

25.1. The Board may, at its discretion, upon the application of Members who desire to

associate themselves together in a Section with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section.

25.2. The Board of its own volition and without any application may form a Section.

25.3. The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.

26. BY-LAWS

26.1. The Board shall have power to make, alter or revoke By-laws which are not inconsistent with the Constitution and these Articles, and which do not reduce the functions of the Board.

26.2. Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:-

26.2.1. Membership (Terms and conditions)

26.2.2. Subscriptions (Pricing)

26.2.3. Committees

26.2.4. Proceedings of the Board, and

26.2.5. Sections.

27. DIRECTORS CONFLICTS OF INTEREST

27.1. The Board may, in accordance with the requirements set out in these Articles authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under Section 175 of the Act to avoid conflicts of interest ("Conflict").

27.2. Any authorisation under these Articles will be effective only if:-

27.2.1. the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

27.2.2. Any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting at present the Director in question; and

27.2.3. The matter was agreed to without their voting or would have been agreed to if their vote had not been counted;

27.2.4. Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently):

27.2.4.1. extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;

27.2.4.2. be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and

27.2.4.3. be terminated or varied by other Directors at any time.

Provided that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

27.3. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement with the Conflict otherwise than as a Director of the Chamber and in respect of which ·they owe a duty of confidentiality to another person the Director is under no obligation to:-

27.3.1. disclose such information to the Director or to any Director or other officer or employee of the Chamber; or

27.3.2. use or apply any such information in performing their duties as a Director;

27.3.3. where to do so would amount to a breach of that confidence.

27.4. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently} that the Director:-

27.4.1. is excluded from discussions (whether at meetings of Directors or otherwise} related to the Conflict;

27.4.2. is not given any documents or other information relating to the Conflict;

27.4.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

27.5. If the Directors authorise a Conflict:

27.5.1. the Director will be obliged to conduct themselves in accordance with the terms imposed by the Directors in relation to the Conflict;

27.5.2. the Director will not infringe any duty they owe to the Chamber by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

27.6. 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 they (or the Member through which they are qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

28. MINUTES

22.1. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, and of the Board, Sections (if any) and Committees, including the names of Board, Section or committee members present at each such meeting.

22.2. All minutes shall be open to inspection by any Director. A synopsis of previous meetings of any Section and any Committee shall also be open to inspection by Members.

29. ACCOUNTS

29.1. The Directors must make sure that proper accounting records that comply with the Companies Acts are kept to give a true and fair view of the Chamber's affairs and to explain its transactions.

29.2. The accounting records must be kept at the Chamber's registered office or at any other place which the Companies Acts allow and the Directors decide upon.

29.3. The accounting records and any other book or document shall be open to the inspection of any Director or Secretary.

29.4. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chamber.

30. AUDITORS OR INDEPENDENT ACCOUNTANTS

30.1. Auditors or Independent Accountants shall be appointed by the Board and their duties regulated in accordance with the Acts. They shall have the right at their discretion to attend any meetings of the Board.

31. INDEMNITY

31.1. Subject to section 232 of the 1985 Act, but without prejudice to any indemnity to which

a Director may otherwise be entitled, each Director or other officer of the Chamber (other than any person (whether an officer or not) engaged by the Chamber as auditor) shall be indemnified out of the Chamber's assets against all costs, charges, losses, expenses and liabilities incurred by them in the execution of his duties, or in relation thereto including any liability incurred by them in defending any civil or criminal proceedings, in which judgement is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.

31.2. The Chamber may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chamber or in relation to its affairs or in relation to any Associated Company. In this article 31.2"Associated Company" means the Chamber or any holding company of the Chamber for the time being or any subsidiary of the Chamber or any such holding company.

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

32. WINDING-UP

32.1. The decision on winding up will be taken by the Board in line with their responsibilities as Directors. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up.

32.2. If, on winding up the Chamber, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chamber, but shall be given or transferred to some other body (whether or not it is a member of the Chamber) having objects similar to those of the Chamber, or to another body, the objects of which are charitable. The Board will decide to which organisation any assets and titles will be transferred. The Board will make the decision taking into account the wishes of the membership expressed at a relevant general meeting.

32.3.