



The Companies Acts 1985 to 2006  
Company Limited by Guarantee and not having a Share Capital

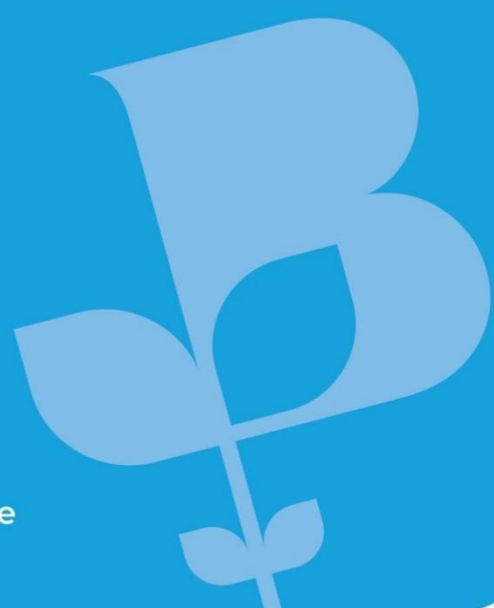
## Articles of Association

of

## Shropshire Chamber of Commerce & Enterprise Limited

Company number 2542085

Adopted by Written Resolution dated: 04 December 2023



Supporting Shropshire's businesses to become  
happier, healthier, wealthier and wiser



## **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 8.1.

"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.

“Chamber” means Shropshire Chamber of Commerce & Enterprise Limited.

“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 13.7.

“Connected with a Member” means an individual who is a partner, director or employee of or consultant to a member.

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

“Director” means a member of the Board.

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

“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 not less than two-thirds of the members of the Board present and entitled to vote on the resolution.

“Member” means a member for the time being of the Chamber other than an Honorary Member.

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

“Non-Executive Director” means an individual referred to in Article 13.3.4 and where the context so requires or admits includes an Officer.

“President” means the President of the Chamber.

“SCL” means Shropshire Chamber of Commerce and Enterprise Limited (CRN: 01016036)

“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 19.

“Vice-President” means a Vice-President of the Chamber.

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

"Operative Date" the date on which the adoption of these Articles becomes unconditional.

## **2. OBJECTS AND POWERS**

**2.1.** The name of the Company is Shropshire Chamber of Commerce & Enterprise Limited.

**2.2.** The registered office of the Company will be in England.

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

**2.3.1.** 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;

**2.3.2.** 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;

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

**2.3.4.** 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;

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

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

**2.4.1.** to act as the trading company of SCL Shropshire Chamber Limited and provide membership services and commercial activity of that Company;

**2.4.2.** to incorporate subsidiary companies to carry on any trade;

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

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

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

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

- 2.4.5.** to promote organise and participate in international trade;
  - 2.4.6.** to issue export documentation;
  - 2.4.7.** to encourage establish and support employment initiatives and initiatives for the start –up of businesses and enterprises;
  - 2.4.8.** to undertake such activities as may from time to time be required by the BCC for accreditation purposes;
  - 2.4.9.** 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;
  - 2.4.10.** to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise;
  - 2.4.11.** 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.
- 2.5.** In furtherance of the principal objects but not otherwise the Chamber shall also have the following powers:-
- 2.5.1.** to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate;
  - 2.5.2.** to construct, maintain and alter any houses, buildings or installations;
  - 2.5.3.** to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
  - 2.5.4.** to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
  - 2.5.5.** 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;
  - 2.5.6.** 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;
  - 2.5.7.** 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;
  - 2.5.8.** 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;

- 2.5.9.** to borrow and raise money and secure its repayment in any manner;
- 2.5.10.** 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 Company 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;
- 2.5.11.** to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;
- 2.5.12.** to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
- 2.5.13.** 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;
- 2.5.14.** to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber;
- 2.5.15.** 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;
- 2.5.16.** to alter or amend any of the above powers and/or objects of the Chamber as and when the Chamber deems necessary.

### **3. MEMBERS**

- 3.1.** The only member of the Company entitled to membership shall be Shropshire Chamber Limited, CRN: 01016036.
- 3.2.** The Directors may establish different classes of membership and decide their privileges, duties and subscriptions.
- 3.3.** The Board may establish such classes of associate and affiliate membership with such description and wish 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.
- 3.4.** Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

### **4. ORGANISATION OF GENERAL MEETINGS OF MEMBERS**

- 4.1.** 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.

- 4.2. There must not be a gap of more than 15 months between the date of one Annual General Meeting and the next.
- 4.3. Subject as above, Directors will decide when and where to hold the Annual General Meeting.
- 4.4. 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 meeting in accordance with the provisions of the Acts.
- 4.5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

## **5. NOTICE OF GENERAL MEETINGS**

- 5.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least fourteen days' notice.
- 5.2. General meetings shall be called by at least fourteen clear days' notice.
- 5.3. A general meeting may be called by shorter notice if so agreed by
  - 5.3.1. In the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
  - 5.3.2. In the case of any other meeting 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.
- 5.4. Any notice to be given pursuant to the Articles shall be in writing.
- 5.5. The Chamber may give any notice to a Member, directors, or the Auditors either:-
  - 5.5.1. by delivering it by hand to the last known address;
  - 5.5.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
  - 5.5.3. by electronic communication to an address notified to the Chamber;
  - 5.5.4. by a website the address of which shall be notified to the Member, director, or Auditor in writing.
- 5.6. 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.
- 5.7. 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.

- 5.8. If a notice is sent in Electronic Form, it is treated as being delivered at the time it was sent.
- 5.9. 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.
- 5.10. 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.
- 5.11. General meetings may be held in person, online or a hybrid of the two, recommended by the Chief Executive and approved by the Board.
- 5.12. 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.
- 5.13. 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).
- 5.14. A Member present, either in person or by proxy or by a person connected with a 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.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1. 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.
- 6.2. 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.

## **7. QUORUM OF GENERAL MEETINGS**

- 7.1. No business shall be transacted at any general meeting unless a quorum is present.
- 7.2. One person entitled to vote upon the business being transacted, being a Member, or a person or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 7.3. 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.

- 7.4. 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 to be chair and if there is only one member of the Board present and willing to act they shall be chair.
- 7.5. 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.
- 7.6. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 7.7. 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.

## **8. VOTING AT GENERAL MEETINGS**

- 8.1. 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:-
  - 8.1.1. by the chair; or
  - 8.1.2. by at least any Member having the right to vote at the meeting;
  - 8.1.3. 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.
- 8.2. 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.
- 8.3. 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.
- 8.4. 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.

- 8.5.** 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.
- 8.6.** 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.

## **9. VOTES OF MEMBERS**

- 9.1.** Shropshire Chamber Limited shall be the only member entitled to vote at any general meeting of the members of the Company.
- 9.2.** 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.
- 9.3.** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings 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.
- 9.4.** On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative
- 9.5.** 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.
- 9.6.** 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 more than three months in arrears with the payment of any of its affiliation.

## **10. THE BOARD**

- 10.1.** The Board is the governing body of the Chamber and is responsible for agreeing the strategy of the business and monitoring performance.
- 10.2.** The Board shall appoint a Chief Executive and may appoint other Executive Directors.

**10.3.**The Board shall consist of:-

**10.3.1.** the President who shall be elected by the Board from their number.

**10.3.2.** the Vice-President who shall also be elected by the Board from their number.

**10.3.3.** the Chief Executive

**10.3.4.** such person (not necessarily being a person who is, or represents, a Member of the Chamber), as the Board may select as being competent to advise on the needs of the business at the time.

**10.4** Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than one nor more than 12.

**10.5** Unless appointed by article 10.3.5 no person may be appointed a director of the Company unless he is a director of Shropshire Chamber Limited.

**10.6** The Board may by resolution, appoint a maximum of nine individuals to the Board as the Board in its absolute discretion determines without any requirement for eligibility save that such a person may by law be so appointed. The board may also by resolution at any time remove any such director so appointed.

## **11. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

**11.1.** The office of Director shall be vacated if;-

**11.1.1.** 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

**11.1.2.** If (being the Chief Executive) he shall cease to hold office as such or;

**11.1.3.** He resigns his office by notice in writing to the company; or

**11.1.4.** He becomes bankrupt or makes any arrangement or composition with his creditors generally; or

**11.1.5.** 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.

**11.2.** He shall, unless he is a director appointed pursuant to Article 10.3.1, cease to be a Member or is not an Authorised Representative as the same are defined in the Articles of Association of Shropshire Chamber Limited.

**11.3.** He shall, unless he is a director appointed to Article 10.3.1 resign or otherwise be removed from office as a director of Shropshire Chamber Limited.

**11.4.** The Company shall have no liability to any Director removed under this article in relation to such removal, but such removal shall not affect any rights, which any Executive Director may have under his contract of employment by the Company.

## **12. POWERS OF THE DIRECTORS**

- 12.1.** Subject to the provisions of the Acts, the memorandum, and the articles and to any directions given by special resolution passed by the Members, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors 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 Memorandum and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may appoint its own meetings and regulate its own proceedings.
- 12.2.** The Directors 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.
- 12.3.** The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him.
- 12.4.** Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and any 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 directors so far as they can apply.
- 12.5.** 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 six.
- 12.6.** The Directors 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 Directors 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 can apply.
- 12.7.** 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.

## **13. SECTIONS**

- 13.1.** 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.

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

**13.3.**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.

#### **14. BY-LAWS**

**14.1.**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.

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

**14.2.1.** Membership (Terms and conditions)

**14.2.2.** Subscriptions (Pricing)

**14.2.3.** Committees

**14.2.4.** Proceedings of the Board, and

**14.2.5.** Sections.

#### **15. PROCEEDINGS OF DIRECTORS**

**15.1.** Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors.

**15.2.** Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

**15.3.** The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

**15.4.** The continuing directors, or a sole continuing director 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 or director may only act for the purpose of filling vacancies or of calling a general meeting.

**15.5.** The directors may appoint or of their number to be the chair of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.

- 15.6.** All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director of that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 15.7.** A resolution in writing signed or approved in writing by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it have been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed or approved in writing by an alternate director need not also be signed or approved in writing by his appointed and, if it is signed by a director who has appointed an alternate director, it need not be signed or approved in writing by the alternate director in that capacity.
- 15.8.** A director who has first declared the nature of his interest under Article 16.1 may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with interests of the company or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum where any such matter is under consideration.
- 15.9.** The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 15.10.** Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested there proposals may be divided and considered in relation to each director and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 15.11.** If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
- 15.12.** Any Director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone, or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at the meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chair of the meeting is.

## **16. DIRECTORS CONFLICTS OF INTEREST**

- 16.1.** 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").

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

**16.2.1.** 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;

**16.2.2.** 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

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

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

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

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

**16.2.4.3.** 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.

**16.3.** 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:-

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

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

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

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

**16.4.1.** is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

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

**16.4.3.** 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.

**16.5.** If the Directors authorise a Conflict:

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

**16.5.2.** 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.

**16.6.** 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.

**17. CHIEF EXECUTIVE**

**17.1.** A Chief Executive or Executive Director 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.

**17.2.** The Chief Executive shall not also be Secretary.

**17.3.** 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.

**18. SECRETARY**

**18.1.** 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.

**19. MINUTES**

**19.1.** 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.

**19.2.** 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.



## **20. THE SEAL**

- 20.1.** The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 44 of the Companies Act 2006. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register.

## **21. ACCOUNTS**

- 21.1.** 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.
- 21.2.** 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.
- 21.3.** The accounting records and any other book or document shall be open to the inspection of any Director or Secretary.
- 21.4.** 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.

## **22. AUDITORS**

- 22.1.** Auditors shall be appointed, and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Board.

## **23. INDEMNITY**

- 23.1.** 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.
- 23.2.** 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.

**23.3.** 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.

## **24. WINDING-UP**

**24.1.** 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.

**24.2.** If, on winding up the Chambers, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chambers, but shall be given or transferred to some other body (whether or not it is a member of the Chambers) having objects similar to those of the Chambers, 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.