



## **Articles of Association**

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## INTERPRETATION

1. In these Articles:

"Acts" means the Companies Act 2006.

"Annual General Meeting" means a meeting held pursuant to Article 19.

"BCC" means British Chambers of Commerce (registered in England and Wales with the number 00009635).

"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 Ayrshire Chamber of Commerce and Industry.

"charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts; "charitable purposes" shall be construed accordingly.

"charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes; "charities" shall be construed accordingly.

"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 47.

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

"Constitution" means the Articles of Association of the Chamber and any By-laws from time to time in force and including the Terms and Conditions of Membership.

"Director" means a member of the Board.

"Electronic Communication" means the same as in the Electronic Communications Act 2000.

"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to Article 9.

"Majority Resolution" means a resolution of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution.

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

"Officers" means the President and Vice-President.

"President" means the President 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 Articles 62 to 64.

"Terms and Conditions of Membership" means the terms and conditions of membership which apply from time to time, and with which Members must comply.

"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.

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 shall include forms of Electronic Communication.

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.

Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **AIMS AND PURPOSES**

2. The Chamber objects are

- (a) 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 Ayrshire locality and elsewhere in the United Kingdom;
- (b) to maintain accreditation from the BCC;
- (c) to provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):
  - to provide a range of networking opportunities and events for Members and other businesses and organisations throughout Ayrshire;
  - to encourage and facilitate Members to work closely with each other regardless of size, status or income;
  - to develop partnerships and liaise with other agencies to advance the economic wellbeing of Ayrshire ;
  - to provide high quality services and support to Members;
  - to serve the needs of the Chamber's Members, flexibly responding to Members' needs;
  - to lobby effectively to advocate on issues affecting Members;
  - to be a model employer including demonstrating social and environmental responsibility as being integral to sustainability and business.to collect, analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to Members,
- (d) to promote, organise and participate in international trade,

- (e) to represent locally, nationally & internationally, and 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;
  - (f) to promote high standards of business and the recognition and use of national and international standards;
  - (g) 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;
  - (h) 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.
3. The Chamber has power to do anything which is calculated to further its objects (as listed in article 2) or is conducive or incidental to doing so.
4. The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.

#### **INCOME AND LIABILITY**

5. The liability of the members is limited.
6. 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.
7. 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 represent charitable purposes.

#### **MEMBERSHIP**

8. Membership shall be open to:-
- (a) individuals who are in business on their own account,
  - (b) companies, corporations, firms and other organisations (in the case of those which are unincorporated, membership shall be open to an individual nominated by the firm or organisation) engaged or interested in commerce, industry, trade, services, transport, and education,
  - (c) charities and other third sector organisations which are incorporated or individuals nominated by unincorporated charities and third sector organisations;
  - (c) members of professions who have an interest in commerce, industry, trade, services, transport and education;

9. The Board may admit to Honorary Membership of the Chamber for such period as it may determine :-
- (a) individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, industry, trade, services, transport and education.
  - (b) individuals whom the Board considers have rendered special service to the Chamber, or to the Chamber network.
10. An Honorary Member shall receive notice of, and shall be entitled to attend, all general meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall they be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
11. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if admitted to membership) as the Board may in its absolute discretion from time to time prescribe.
12. The admission of Members shall be by resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons. The Board will operate fair and legal procedures for dealing with the approval of applications. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different categories of Member.
13. A Member may terminate membership 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. Any additional requirements (in respect of termination of membership) contained in the Terms and Conditions of Membership shall also apply. In the case of a Member who is an individual nominated for membership by an unincorporated body, the unincorporated body can withdraw its nomination from membership on at least three months' written notice.
14. 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:-
- (a) if being a company an order shall be made or resolution passed for winding up, dissolution or striking off otherwise than for the purpose of reconstruction.
  - (b) if adjudicated bankrupt.
  - (c) if suspending payment or compounding with creditors.
  - (d) if being an individual he is or may be suffering from mental disorder and either -
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - (d) if being an individual, that individual dies;
  - (e) Failing to pay the prescribed subscription within three months of the due date.

15. The Board may at any time by Majority Resolution expel any Member at any time provided that:-
- (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
  - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
- 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.
16. All subscriptions 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.
17. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
18. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

#### GENERAL MEETINGS OF MEMBERS

19. The Chamber shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
20. 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.
21. General meetings shall be called by at least **fourteen clear days' notice** but 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. **The notice of a meeting shall specify 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, members of Board and auditors.
22. 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.
23. 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.
24. No business shall be transacted at any general meeting unless a quorum is present. Fifteen persons entitled to vote upon the business being transacted, each being a Member, 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.
25. 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.

26. 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 he shall be Chair .
27. 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 chairman.
28. 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.
29. 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:-
  - (a) by the Chair; or
  - (b) by at least five Members having the right to vote at the meeting;and a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member.
30. 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.
31. 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.
32. 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.
33. 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.
34. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and



place at which the poll is to be taken.

35. 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.
36. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.
39. 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.
40. 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.
41. Members of the Board and of the Council 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.

## THE BOARD

42. No person shall be appointed a Director:-
  - (a) unless they have consented so to act; and
  - (b) who is not either:
    - (i) a Member or a person connected with a Member, or
    - (ii) an executive of the Chamber
43. The Board shall consist of:-
  - (a) the President who shall be elected by the Board from their number.
  - (b) the Vice-President who shall also be elected by the Board from their number.
  - (c) up to thirteen individuals (each a Member or a person connected with a Member) elected at an Annual General

Meeting or, in the case of a casual vacancy, appointed by the Board.

44. 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 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 Constitution 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.
45. 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.
46. 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 his powers.
47. 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 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 are capable of applying.
48. 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.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

49. No person shall be appointed or reappointed a director at an annual general meeting unless
  - (a) they are recommended by the directors; or
  - (b) 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 Chambers register of directors together with notice executed by that person of his willingness to be appointed or reappointed;
50. **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 him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Chamber's register of Directors.
51. Each Director (unless appointed under Article 52) 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 for a maximum further term of three years except as further provided for in this Article 51. Any Director elected to the office of Vice President or President, in accordance with Articles 54 to 57, at any time during their first or second term of office shall be entitled to continue to hold the office of Director notwithstanding the fact that their total term of office as Director shall exceed six years. In the event of any Director being elected to the office of Vice President during their second term of office as Director they shall be

permitted to be considered for election to the office of President notwithstanding the fact that their total term of office as Director shall exceed six years. Except as provided for elsewhere in this Article, after holding office as a Director for six years a Director shall retire and shall not then be eligible for re-election for a further period of three years. In the event of any Director being elected to the office of President he shall retire as a Director after demitting office as President OR on the expiry of their six year term of office, whichever occurs later, and shall not then in either case be eligible for re-election for a further period of three years. Notwithstanding the foregoing provisions of this Article 51 any Director holding the office of Vice President or President as at 1 September 2015 shall be entitled to complete their two-year appointment and in the case of the Vice President shall be eligible for election by the Board to the office of President notwithstanding the Director's total term of office shall then exceed that prescribed by this Article 51.

52. 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

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

53. The office of a Director shall be vacated if:
- (a) they cease to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (b) they become bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) they resign their office by notice to the Chamber; or
  - (d) 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 his office be vacant; or
  - (e) they are removed from office as a Director before the expiration of their period of office (notwithstanding any agreement between the Chamber and that Director) by Majority Resolution of the Board passed at a meeting of the Board convened by an Officer on at least twenty-one days' notice, provided that the Director concerned shall be given at least fourteen days' notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof.

#### **OFFICERS**

54. At the Board meeting immediately preceding the Annual General Meeting in the years in which the election of a President falls due the Board shall elect a President who will hold office for two years and who shall not be eligible for re-election for two years.
- 55.. At the Board meeting immediately preceding the Annual General Meeting in the years in which the election of a Vice-President falls due the Board shall elect a Vice-President who will hold office for two years and who shall not be eligible for re-election for two years.
56. 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 he has succeeded would have continued in office and for the ensuing year.
57. In the case of any vacancy occurring in the office of Vice-President then the vacancy shall be filled by the Board appointing a 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 he has succeeded would have continued in office and for such further period as his 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 he has succeeded would have continued in office.

## CHIEF EXECUTIVE

58. The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, the Board may revoke such appointment.
59. The Chief Executive shall not also be Secretary.

## SECRETARY

60. The Board may (notwithstanding the provisions of the Acts<sup>7</sup>), appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

## BY-LAWS

64. The Board shall have power to make, alter or revoke By-laws which are not inconsistent with the Memorandum of Association and these Articles.
65. Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:-
- (a) Membership (including the Terms and Conditions of Membership)
  - (b) Subscriptions
  - (c) Committees and
  - (d) Proceedings of the Board.

## DIRECTORS' CONFLICTS OF INTEREST

- 65A Subject to the provisions of the Acts and provided that they have disclosed to the Board the nature and extent of any personal interest which they have (unless immaterial), a director (notwithstanding their office):
- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the Chamber or any associated company;
  - (b) may be a party to, or have some other personal interest in, any transaction or arrangement in which the Chamber or any associated company has an interest;
  - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
  - (d) shall not, because of their office, be accountable to the Chamber for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such company,
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
- 65B For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs; the references to "associated company" shall be interpreted as references to any subsidiary of the Chamber or any other company in which the Chamber has a direct or indirect interest.
66. 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").

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

- (a) 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;-
- (b) 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
- (c) The matter was agreed to without his/her voting or would have been agreed to if his/her vote had not been counted.

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

- (a) extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
- (b) be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and
- (c) 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.

69. 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 he/she owes a duty of confidentiality to another person the Director is under no obligation to:-

- (a) disclose such information to the Director or to any Director or other officer or employee of the Chamber; or
- (b) use or apply any such information in performing his duties as a Director;

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

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

- (a) is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
- (b) is not given any documents or other information relating to the Conflict;
- (c) 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.

71. If the Directors authorise a Conflict:

- (a) the Director will be obliged to conduct himself/herself in accordance with the terms imposed by the Directors in relation to the Conflict;
- (b) the Director will not infringe any duty he owes to the Chamber by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms , limits and conditions (if any) as the Directors impose in respect of its authorisation.

71A For the avoidance of doubt, a Conflict (as defined in article 66) shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the Chamber; any conflict of interest of that nature shall be governed by the provisions of the following articles.

71B A director who has a personal interest (directly or indirectly) in any transaction or other arrangement which the Chamber is proposing to enter into, must declare that interest (including details of the nature and extent of the director's interest) at a Board meeting.

71C Any declaration under article 71B must be made before the discussion at the Board meeting on the question of whether the transaction or other arrangement should be entered into.

71D A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which they have, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Chamber.

71E Where a transaction or arrangement has already been entered into by the Chamber and a director has a personal interest in that arrangement, that director must (unless they declared their interest in advance of the company entering into the arrangement, in accordance with articles 71B and 71C) declare the nature and extent of their interest at a board meeting or by way of a notice to the directors.

71F For the purposes of article 71B to 71E, a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

71G Provided they have declared their interest - and have not voted on the question of whether or not the company should enter into the arrangement - a director will not be debarred from entering into an arrangement with the Chamber in which they have a personal interest where that is not prohibited under these articles.

71H A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

71I The Chamber may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 71B to 71H.

72.

## MINUTES

73. 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, and Committees, including the names of Board, or committee members present at each such meeting.

74. All minutes shall be open to inspection by any Director. Minutes of meetings of the Board and any Committee shall also be open to inspection by Members, at the discretion of the Board.

## **ACCOUNTS**

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

## **AUDITORS**

77. Auditors shall be appointed and their duties regulated in accordance with the Acts.

## **NOTICES**

78. Any notice to be given pursuant to the Articles shall be in writing.
79. The Chamber may give any notice to a Member, an Honorary Member, or the auditors either:-
- (a) by delivering it by hand to the last known address;
  - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
  - (d) by electronic means to an address notified to the Chamber;
  - (e) by a website the address of which shall be notified to the Member, Honorary Member, or auditor in writing.
80. 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.
81. 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 Auditor.
83. If a notice is sent by electronic means, it is treated as being delivered at the time it was sent.
84. 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.
85. 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.

## **INDEMNITY**

86. To the extent permitted by sections 232 of the Acts, 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 Chambers assets against all costs, charges, losses, expenses and

liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.

87. 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.
88. The Chamber shall have express power to purchase and maintain for any such Director 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.

#### **WINDING-UP**

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