

The Companies Act 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

(Adopted by special resolution dated 24 September 2026)

London Chamber of Commerce and Industry (Company no. 00015993)

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Part 1
INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In the Articles, unless the context requires otherwise:

"**Appeal Panel**" has the meaning given in Article 26.3;

"**Articles**" means the Chamber's Articles of association;

"**Board**" means the board of directors of the Chamber;

"**Bye-laws**" means any rules of the Chamber from time to time;

"**Chair**" means the chair of the Chamber elected under Article 17;

"**Chamber**" means London Chamber of Commerce and Industry (Company no. 00015993);

"**Chamber Network NED**" means a non-executive director appointed to the Board in accordance with Article 17;

"**Chief Executive Officer**" means the individual appointed under Article 21;

"**Clear days**" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Committee**" means a committee of the Board to which any of the powers of the Board have been delegated in accordance with these Articles;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Chamber;

"**connected with a Member**" means being a partner, director or employee of or consultant to a Member;

"**Council**" has the meaning given in Article 40.1;

"**Deputy**" means a person appointed under any Bye-laws to represent their section on the Council;

"**Deputy Chair**" means the deputy chair of the Chamber elected in accordance with Article 17;

"**Deputy President**" means the deputy president of the Chamber elected in accordance with Article 17;

"**Director**" means a director of the Chamber, and includes any person occupying the position of director, by whatever name called;

"**Document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**Electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"Ex-Officio Members" means the persons from time to time holding the following positions:

- (a) the Lord Mayor of London;
- (b) the Member of Parliament for the Cities of London and Westminster;
- (c) the Governor of the Bank of England;
- (d) the chair of Lloyd's;
- (e) the chair of the International Stock Exchange;
- (f) the chair of the Baltic Exchange;
- (g) the chair of the Port of London Authority;
- (h) the chair of the British Broadcasting Authority;
- (i) the Commissioner of the Metropolitan Police;
- (j) the chair of the Financial Services Authority;
- (k) the Honorary Officers; and
- (l) such other Members (or persons connected with Members) as the Chamber in general meeting shall from time to time appoint as Ex-Officio Members;

"Finance Director" means the individual appointed as a director of the Chamber with primary responsibility for its financial management, who shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and may be removed from this office by the Board;

"Honorary Officers" means the President and the Deputy President;

"Immediate Past Chair" has the meaning given in Article 17.11;

"Independent NED" means an independent non-executive director appointed to the Board in accordance with Article 17;

"Member" has the meaning given in section 112 of the Companies Act 2006;

"Network" means a network established by the Board from time to time which represents Members who share a particular common interest;

"Network Chair" means a Member elected by the Board from time to time to serve as chair of a Network;

"Nominations Committee" shall mean the nominations committee constituted by the Board pursuant to Article 6 from time to time;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate" in relation to a directors' meeting, has the meaning given in Article 10;

"Policy Committee" means a committee of Members, as determined by the Board from time to time, which has a particular policy focus;

"Policy Committee Chair" means a Member elected by the Board from time to time to serve as chair of a Policy Committee;

"President" means the president of the Chamber elected in accordance with Article 17;

"Proxy notice" has the meaning given in Article 37;

"Special resolution" has the meaning given in section 283 of the Companies Act 2006;

"Secretary" means the individual appointed under Article 22;

"Subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"Vice-President" means a past president or a past chair or any other person approved as such by the Board; and

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Chamber.

1.3 In these Articles, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include every gender; and
- (c) references to "they" or similar expressions include references to any person, whether an individual, body corporate, unincorporated association, partnership or other legal entity.

1.4 Except where the context otherwise requires an unincorporated association or partnership shall be treated for the purposes of payment of membership fees, subscriptions and for voting purposes as if it were a single entity comprising all its members for the time being. In the register of members the name of the unincorporated association or partnership shall be entered as the Member and the rights and obligations of and attaching to the membership of the Chamber shall belong and attach to the members of the association or partners in the firm for the time being.

2 Liability of members

2.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Chamber in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Chamber's debts and liabilities contracted before they cease to be a Member;

- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

Part 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

Subject to the Articles, the directors are responsible for the management of the Chamber's business, for which purpose they may exercise all the powers of the Chamber.

4 Members' reserve power

4.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5 Directors may delegate

5.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or Committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions,

as they think fit.

5.2 Where any material delegation of the directors' powers is made in accordance with Article 5.1, the directors shall ensure that such delegation is recorded in writing in formally adopted terms of reference. Where powers are delegated to any Committee, that Committee shall operate in accordance with terms of reference approved by the directors from time to time.

5.3 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

5.4 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6 Committees

6.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

- 6.2 The directors may make rules of procedure for all or any Committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

7 Directors to take decisions collectively

- 7.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 8.

- 7.2 If:

- (a) the Chamber only has one director; and
- (b) no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

8 Unanimous decisions

- 8.1 A decision of the directors 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.
- 8.2 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.
- 8.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 8.4 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.

9 Calling a directors' meeting

- 9.1 The Board shall meet every two months (at a meeting called by the Secretary), except when otherwise determined by a resolution of the Board, save that Board meetings may be called by the Secretary on the request of five members of the Board, the Chief Executive Officer, the Chair, the President or the Deputy President.
- 9.2 Notice of any directors' meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- 9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

- 9.4 Notice of a directors' 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 seven 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.

10 Participation in directors' meetings

- 10.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 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.

11 Quorum for directors' meetings

- 11.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than half of the directors then appointed.
- 11.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the Members to appoint further directors.

12 Chairing of directors' meetings

Unless they are unwilling to do so, the Chair or (in their absence) the Deputy Chair or (in their absence) the President or (in their absence) the Deputy President shall preside at every meeting of the Board at which they are present provided that if they should have to leave a Board meeting prior to its end, they may invite the Deputy Chair, President, Deputy President or one of the other members of the Board to take over their duties for the remainder of such meeting. But if neither of the Chair or Deputy Chair nor either of the Honorary Officers is present within five minutes after the time appointed for the meeting, or if they are present but are all unwilling to preside, the members of the Board present may appoint one of their number to be chair of the meeting.

13 Casting vote

- 13.1 If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting has a casting vote.

- 13.2 But this does not apply if, in accordance with the Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14 Conflicts of interest

- 14.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Chamber in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 14.2 But if Article 14.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Chamber is to be counted as participating in the decision-making process for quorum and voting purposes.

- 14.3 This paragraph applies when:

- (a) the Chamber by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

- 14.4 For the purposes of this Article 14, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- 14.5 Subject to Article 16, if a question arises at a meeting of directors or of a Committee as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any director other than the Chair is to be final and conclusive.

- 14.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15 Records of decisions to be kept

The directors must ensure that the Chamber keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16 Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

17 Board Composition

17.1 The members of the Board shall be the directors of the Chamber.

17.2 Subject as hereinafter provided, the Board shall consist of:

- (a) the President;
 - (b) the Deputy President, if any;
 - (c) the Immediate Past Chair, if any;
 - (d) the Chief Executive Officer;
 - (e) the Finance Director;
 - (f) up to nine (9) Chamber Network NEDs;
 - (g) up to three (3) Independent NEDs; and
 - (h) up to two (2) other persons who serve as executive directors of the Chamber,
- each of whom shall be appointed on, and shall hold office subject to, the provisions of this Article 17.

President

17.3 The President shall be a Member or an individual connected with a Member. The President shall be nominated by the Nominations Committee and appointed by the Council. Each appointment of the President shall be subject to ratification by the Members at the annual general meeting immediately following such appointment, and, if such ratification is not given, the President shall vacate office at the conclusion of that meeting.

17.4 Subject to Article 17.5, the President shall hold office for a term expiring at the annual general meeting immediately following the third (3rd) anniversary of their appointment, whereupon they shall retire from office at the conclusion of that meeting.

17.5 The Board shall decide whether to extend the President's term (subject to the time limitations in Article 17.6). If the Board resolves to reappoint the President, such reappointment shall be subject to ratification by the Members at the annual general meeting immediately following such reappointment and, if such ratification is not given, the President shall vacate office at the conclusion of that meeting. A President who is reappointed will be treated as continuing in the office without a break.

17.6 The President shall be eligible for reappointment in accordance with the process set out in Article 17.5 for one further consecutive term of three (3) years only. Accordingly, no individual shall hold office as President for more than six (6) years in aggregate (whether or not such service is continuous).

Deputy President

17.7 The Deputy President shall be a Member or an individual connected with a Member. The Deputy President shall be nominated by the Nominations Committee and appointed by

the Board. Each appointment of the Deputy President shall be subject to ratification by the Members at the annual general meeting immediately following such appointment, and, if such ratification is not given, the Deputy President shall vacate office at the conclusion of that meeting.

- 17.8 Subject to Article 17.9, the Deputy President shall hold office for a term expiring at the annual general meeting immediately following the third (3rd) anniversary of their appointment, whereupon they shall retire from office at the conclusion of that meeting.
- 17.9 The Board shall decide whether to extend the Deputy President's term (subject to the time limitations in Article 17.10). If the Board resolves to reappoint the Deputy President, such reappointment shall be subject to ratification by the Members at the annual general meeting immediately following such reappointment, and, if such ratification is not given, the Deputy President shall vacate office at the conclusion of that meeting. A Deputy President who is reappointed will be treated as continuing in the office without a break.
- 17.10 The Deputy President shall be eligible for reappointment in accordance with the process set out in Article 17.9 for one further consecutive term of three (3) years only. Accordingly, no individual shall hold office as Deputy President for more than six (6) years in aggregate (whether or not such service is continuous).

Immediate Past Chair

- 17.11 The individual who ceases to hold the office of Chair shall, upon such cessation, become the Immediate Past Chair (provided that they do not notify the Chamber in Writing within 30 days of such cessation that they do not wish to take up the office of Immediate Past Chair).
- 17.12 The Immediate Past Chair shall hold office until the third (3rd) anniversary of the date on which they became the Immediate Past Chair, whereupon they shall vacate office. For the avoidance of doubt, there shall only ever be one Immediate Past Chair at any given time, being the individual most recently appointed as such in accordance with the Articles.
- 17.13 If an individual who ceases to hold the office of Chair notifies the Chamber in Writing in accordance with Article 17.11 that they do not wish to take up the office of Immediate Past Chair, the Board may resolve that the office of Immediate Past Chair shall continue to be held by the incumbent Immediate Past Chair until the date on which a subsequent individual ceases to hold the office of Chair and (without having declined the office of Immediate Past Chair under Article 17.11) becomes the Immediate Past Chair.
- 17.14 If, at any time, there is no person holding office as Immediate Past Chair, the office shall remain vacant unless and until a subsequent individual ceases to hold the office of Chair and (without having declined the office of Immediate Past Chair under Article 17.11) becomes the Immediate Past Chair.

Chief Executive Officer

- 17.15 The appointment, term of office, remuneration and other conditions of service of the Chief Executive Officer shall be determined in accordance with Article 21.

Finance Director

- 17.16 The Finance Director shall be appointed by the Board and shall hold office for such period and on such terms (including as to conditions of service) as the Board may from time to time determine.

Chamber Network NEDs

- 17.17 There may be up to nine (9) directors appointed to the Board in the category of Chamber Network NEDs at any one time.
- 17.18 Each Chamber Network NED shall, (i) at the date of their appointment, be a Member and (ii) be nominated by the Nominations Committee and appointed by the Board.
- 17.19 Each appointment of a Chamber Network NED shall be subject to ratification by the Members at the annual general meeting immediately following such appointment, and, if such ratification is not given, the relevant director shall vacate office at the conclusion of that meeting.
- 17.20 Subject to Article 17.19, each Chamber Network NED shall hold office for a term expiring at the annual general meeting immediately following the third (3rd) anniversary of their appointment, whereupon they shall retire from office at the conclusion of that meeting.
- 17.21 The Board shall decide whether to extend a Chamber Network NED's term (subject to the time limitations in Article 17.22). If the Board resolves to reappoint a Chamber Network NED, such reappointment shall be subject to ratification by the Members at the annual general meeting immediately following such reappointment, and, if such ratification is not given, the Chamber Network NED shall vacate office at the conclusion of that meeting. A Chamber Network NED who is reappointed will be treated as continuing in the office without a break.
- 17.22 A Chamber Network NED shall be eligible for reappointment in accordance with the process set out in Article 17.21 for a further term of three (3) years, only if and to the extent that such reappointment would not cause their overall period of service in the roles referred to in Article 17.37 to exceed the cumulative time limit in that Article.

Independent NEDs

- 17.23 There may be up to three (3) directors appointed to the Board in the category of Independent NEDs at any one time.
- 17.24 Each Independent NED shall (i) at the date of their appointment, be an individual who is not a Member and is not connected with a Member (unless otherwise permitted under Article 17.29(b)), and (ii) be nominated by the Nominations Committee and appointed by the Board.
- 17.25 Each appointment of an Independent NED shall be subject to ratification by the Members at the annual general meeting immediately following such appointment, and, if such ratification is not given, the relevant director shall vacate office at the conclusion of that meeting.
- 17.26 Subject to Article 17.24, each Independent NED shall hold office for a term expiring at the annual general meeting immediately following the third (3rd) anniversary of their appointment, whereupon they shall retire from office at the conclusion of that meeting.

- 17.27 The Board shall decide whether to extend an Independent NED's term (subject to the time limitations in Article 17.28). If the Board resolves to reappoint an Independent NED, such reappointment shall be subject to ratification by the Members at the annual general meeting immediately following such reappointment, and, if such ratification is not given, the Independent NED shall vacate office at the conclusion of that meeting. An Independent NED who is reappointed will be treated as continuing in the office without a break.
- 17.28 An Independent NED shall be eligible for reappointment in accordance with the process set out in Article 17.27 for a further term of three (3) years, only if and to the extent that such reappointment would not cause their overall period of service in the roles referred to in Article 17.37 to exceed the cumulative time limit in that Article.
- 17.29 If, at any time, there are fewer than three (3) Independent NEDs, the shortfall may be filled by the appointment by the Board of one or more additional directors in that category, provided that:
- (a) each such appointee shall have been identified by the Board as having expertise which would, in its reasonable opinion, benefit the Chamber; and
 - (b) where no suitable non-Member (or individual not connected with a Member) holding such expertise can, in the reasonable opinion of the Board, be identified to fill any such vacancy, the Board may appoint in their place an individual who is a Member or is connected with a Member.

Other executive directors

- 17.30 If, at any time, the Board agrees that there is a need for the appointment of one or more additional executive directors to perform a particular office or role at the Chamber, any such person shall, upon appointment and on the recommendation of the Nominations Committee, also be a member of the Board. Any such executive director shall hold office as a director for such period and on such terms (including as to conditions of service and remuneration) as the Board may from time to time determine, subject always to these Articles.

Chair and Deputy Chair

- 17.31 The Chair and Deputy Chair shall each be appointed by the Board, from the members of the Board in office at the relevant time. None of the Chief Executive Officer, Finance Director, any executive director appointed pursuant to Article 17.30 nor the Honorary Officers shall be eligible for appointment as Chair or Deputy Chair.
- 17.32 Each Chair and Deputy Chair so appointed shall hold office for a term expiring at the annual general meeting immediately following the third (3rd) anniversary of their appointment, whereupon they shall retire from and vacate office at the conclusion of that meeting.
- 17.33 The Board shall decide whether to extend a Chair or Deputy Chair's term (subject to the time limitations in Article 17.34). If the Board resolves to reappoint the Chair or Deputy Chair, such reappointment shall be subject to ratification by the Members at the annual general meeting immediately following such reappointment, and, if such ratification is not given, the Chair or Deputy Chair (as applicable) shall vacate office at the conclusion of

that meeting. A Chair or Deputy Chair who is reappointed will be treated as continuing in the office without a break.

- 17.34 Subject to the effect of Article 17.38, a Chair or Deputy Chair shall be eligible for reappointment in accordance with the process set out in Article 17.33 for a single further term of three (3) years. Their time served as a director prior to their appointment as Chair or Deputy Chair, as the case may be, shall be ignored for this purpose.

Other

- 17.35 Prior to 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 duly nominated and eligible to be appointed or reappointed at the meeting. The notice shall give (where applicable) the Member with whom they are connected and 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.
- 17.36 No person shall be appointed or reappointed a member of the Board at any general meeting other than in accordance with this Article 17.
- 17.37 Subject to Articles 17.34 and 17.38, no individual shall, in aggregate, hold office as a Chamber Network NED and/or an Independent NED for a period exceeding nine (9) years (whether or not such service is continuous). For these purposes, time spent in service in any two or more such capacities shall be treated cumulatively. For the purposes of this Article 17.37, periods during which an individual holds office as Chair or Deputy Chair shall not be counted as service as a Chamber Network NED or Independent NED.
- 17.38 The Board may, in exceptional circumstances and where it reasonably considers that it is in the best interests of the Chamber to do so, resolve to permit an individual whose appointment to the relevant office has been made following a recommendation by the Nominations Committee to continue in any role referred to in this Article 17 for a further period notwithstanding that the relevant cumulative time limit would otherwise be exceeded, provided that the reasons for such decision are recorded in the minutes of the relevant Board meeting. Any such appointment which is intended to extend beyond the next relevant annual general meeting will be subject to ratification by the Members at the annual general meeting immediately following such appointment and, if such ratification is not given, the relevant director shall vacate office at the conclusion of that meeting.

18 Termination of director's appointment

- 18.1 A person ceases to be a director as soon as:
- (a) the director receives a notice signed by a majority of the other directors stating that such director should cease to be a director;
 - (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (c) a bankruptcy order is made against that person;
 - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (e) a registered medical practitioner who is treating that person gives a written opinion to the Chamber stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) notification is received by the Chamber from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) they are absent from Board meetings for more than six consecutive months and the Board resolve that the director is removed;
- (h) they hold an office in respect of which these Articles require the holder to be a Member or an individual connected with a Member, and they cease to be a Member or to be so connected, as the case may be.

18.2 A person shall cease to hold the office of President, Deputy President, Immediate Past Chair, Chair, Deputy Chair, Chamber Network NED, Independent NED upon such person ceasing to be a director.

19 Directors' remuneration

19.1 Directors may undertake any services for the Chamber that the directors decide.

19.2 The members of the Board (other than the Chief Executive Officer, Finance Director and those members of the Board who are employed by the Chamber) shall not be entitled to remuneration for their services to the Chamber as directors. The Board may agree to remunerate a director for other services provided to the Chamber from time to time.

19.3 Subject to the Articles, a director's remuneration may:

- (a) take any form; and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

19.4 Unless the directors decide otherwise, executive directors' remuneration accrues from day to day.

19.5 Unless the directors decide otherwise, directors are not accountable to the Chamber for any remuneration which they receive as directors or other officers or employees of the Chamber's Subsidiaries or of any other body corporate in which the Chamber is interested.

20 Directors' expenses

20.1 The Chamber may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or Committees;
- (b) general meetings; and

- (c) separate meetings of the holders of debentures of the Chamber,
or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Chamber.

21 Chief Executive Officer

- 21.1 The Chamber may have a Chief Executive Officer who shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and may be removed from this office by them.
- 21.2 The Chief Executive Officer shall be responsible for the operations of the Chamber and shall exercise such of the powers of the Board as may from time to time be delegated to them.
- 21.3 The Board may from time to time appoint or remove a person to act under the direction or in the absence of the Chief Executive Officer, and any person so appointed may act under the direction of or, if there be no Chief Executive Officer capable of acting or if the Chief Executive Officer is absent, in place of the Chief Executive Officer.

22 Secretary

- 22.1 The Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
- 22.2 The Board may from time to time by resolution appoint or remove an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary or if there is no Secretary capable of acting.

Part 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23 Applications for membership

- 23.1 No person shall become a Member of the Chamber unless—
- (a) that person has completed an application for membership in a form approved by the directors;
 - (b) paid the entrance fee (if any) from time to time determined by the Board (unless the Board determines that payment of this amount may be made at a later date); and
 - (c) the directors have approved the application.
- 23.2 Membership shall be non-transferable.

24 Membership fee

- 24.1 Each Member shall (unless exempted by the Board) pay an annual subscription of such sum as the Board may from time to time decide.
- 24.2 Annual subscriptions shall be non-returnable.

24.3 Any Member who fails to pay their annual subscription within three months after receipt of notice from the Secretary that it is due shall cease to be a Member of the Chamber. Any Member whose membership ceases under this Article may be reinstated on such terms as the Board may think fit.

24.4 Subscriptions shall be due each year on such date or dates as the Board may from time to time determine.

25 Termination of membership

25.1 A Member may withdraw from membership of the Chamber by giving one month's notice to the Chamber in Writing.

25.2 Membership terminates when:

- (a) the person who is the Member dies or the entity which is the Member ceases to exist;
- (b) a relevant bankruptcy or insolvency order is made against the Member;
- (c) a composition is made with the Member's creditors generally in satisfaction of their debts;
- (d) they are convicted on indictment and imprisoned for any criminal offence;
- (e) they fail to comply with any Article or Bye-law;
- (f) they fail to pay their annual subscription within three months after receipt of notice from the Secretary that it is due; or
- (g) upon the Board resolving, by not less than a two-thirds majority of those present and voting, that such person or entity (as applicable) should cease to be a Member (subject to the right of appeal given in Article 26).

25.3 In the case of termination of membership pursuant to Article 25.2(e), 25.2(f) or 25.2(g), the Secretary shall give that Member notice in writing of the reason for termination.

25.4 Without prejudice to the foregoing provisions of this Article 25, the Board may, by not less than a two-thirds majority of those present and voting, decide not to accept, at the relevant renewal date for that Member's membership, a renewal of any Member's membership. In such case, the Secretary shall give that Member notice in writing that the Board has decided not to renew their membership and a brief reason for such decision. Any decision of the Board under this Article 25.3 shall be subject to the right of appeal given in Article 26.

26 Appeal

26.1 If the Board passes a resolution of the type referred to in Article 25.2(g) or makes a decision of the type referred to in Article 25.4 and the Member is dissatisfied with the Board's decision, the Member may, within 14 days of receiving notice of the Board's decision, submit a request in writing to the Board to reconsider its decision, making such representations and supplying such information, as the Member considers relevant.

- 26.2 The Board shall, within 28 days of receiving the Member's written request for reconsideration, reconsider its decision and either confirm or amend it, and shall notify the Member accordingly in writing, giving reasons for its decision. If, following such reconsideration, the Member remains dissatisfied, they may, within 14 days of receiving that notification, serve notice on the Board of their intention to appeal.
- 26.3 The appeal shall be determined by an appeal panel comprising the President and two Vice-Presidents (such Vice-Presidents to be selected by the President, subject to approval by the Chair) (the "**Appeal Panel**"). The Appeal Panel may adopt such procedure as it considers appropriate but shall give both the appellant and the Board a reasonable opportunity to make written representations regarding the Board's decision. The Appeal Panel shall not be required to disclose confidential information or sources of information.
- 26.4 The Appeal Panel shall intimate its decision, together with its reasons therefor, to the Board. The Board shall, within 28 days, serve notice on the appellant confirming or amending its decision as it sees fit.
- 26.5 For the avoidance of doubt, any termination of membership shall remain in effect pending the outcome of any appeal under this Article 26.

ORGANISATION OF GENERAL MEETINGS

27 General Meetings

- 27.1 Once in every year, and no more than 15 months since the previous such meeting, the Chamber shall hold an annual general meeting. All general meetings other than annual general meetings shall be called general meetings.
- 27.2 The Board may call general meetings and, on the requisition of the number of Members prescribed for this purpose by the Companies Acts, shall forthwith proceed to convene a general meeting. A general meeting shall also be convened by the Secretary upon a resolution to this effect of the Council.

28 Notice of General Meetings

- 28.1 An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice.
- 28.2 All other general meetings shall be called by at least 14 clear days' notice but in any case a general meeting may be called by shorter notice in accordance with the Companies Acts.
- 28.3 The notice shall be given to all Members and to the Board and the Council and the auditors if any.
- 28.4 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.

29 Attendance and speaking at general meetings

- 29.1 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.

- 29.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 29.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 29.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 29.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30 Quorum for general meetings

- 30.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 30.2 The quorum for a general meeting shall be not less than ten Members (which must include two (2) Board directors who are also Members) for the time being entitled to attend and vote at a general meeting (and a proxy for a Member or a duly authorised representative of a corporation being a Member shall be counted in determining whether or not a quorum is present).

31 Chairing general meetings

- 31.1 The President shall chair general meetings if present and willing to do so.
- 31.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the directors present shall appoint:
- (a) one of the Chair, Deputy President or Deputy Chair; or
 - (b) in their absence, a director or Member,
- to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 31.3 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".
- 31.4 If the chair of the meeting should have to leave the meeting prior to its end, they may invite some other person present to take over their duties for the remainder of such meeting.

32 Attendance and speaking by directors and non-members

- 32.1 Directors and members of the Council may attend and speak at general meetings, whether or not they are Members.

- 32.2 The chair of the meeting may permit other persons who are not Members of the Chamber to attend and speak at a general meeting.

33 Adjournment

- 33.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 33.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 33.3 When adjourning a general meeting, the chair of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 33.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chamber must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Chamber's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 33.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

34 Voting: general

- 34.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 34.2 On a show of hands every Member present in person or by proxy shall have one vote and on a poll every Member present in person or by proxy shall have one vote. A corporation, unincorporated association or partnership may vote by its duly authorised representative.
- 34.3 Only those Members who have paid any annual subscription due and payable to the Chamber in respect of their membership shall be entitled to vote on any question either personally or by proxy.

35 Errors and disputes

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote (including proxies), except at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chair of the meeting and shall only vitiate the decision of the meeting on any resolution if the chair decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the chair of the meeting on such matters shall be final and conclusive.

36 Poll votes

36.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

36.2 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

36.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chair of the meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

37 Content of proxy notices

37.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Chamber in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

37.2 The Chamber may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38 Delivery of proxy notices

38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Chamber by or on behalf of that person.

38.2 An appointment under a proxy notice may be revoked by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

38.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

39 Amendments to resolutions

39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the Chamber in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

39.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

Part 4

COUNCIL

40 Functions

- 40.1 The Chamber shall have a Council, as provided for in this Part 4 (the "**Council**").
- 40.2 The functions of the Council shall be:
- (a) to be the body to which the Board makes a regular report of its activities between general meetings;
 - (b) to act as policy co-ordinators, working with relevant Members to help ensure that the Chamber is, and remains, properly representative of Members' interests, and to act as ambassadors for the Chamber, promoting the best interests of the Chamber and its Members; and
 - (c) to act as advisers to the Chamber (including its Board) on relevant policy issues (including by attending external and internal events of the Chamber in that capacity), to facilitate introductions of experts and relevant existing Members to the Chamber's policy team so that it is properly briefed on any given policy issue, and to liaise, advise and collaborate with the Chamber with a view to supporting the growth and development of its membership.
- 40.3 The Council is established as an advisory body only, and, unless and to the extent that specific decision-making authority is expressly delegated to it by the Board in accordance with these Articles, or as otherwise expressly provided in these Articles, the Council shall not exercise any of the powers of the Chamber. Nothing in these Articles relating to the Council shall fetter or otherwise limit the ultimate responsibility of the directors, acting as the Board, for the management of the Chamber's business in accordance with Article 3.

41 Composition

- 41.1 The Council shall be made up as follows:

	Role(s)	Prerequisite
(i)	The Chair	As set out in Article 17.
(ii)	The President	As set out in Article 17.
(iii)	The Deputy Chair	As set out in Article 17.
(iv)	The Vice-Presidents	Each Vice-President.
(v)	The Policy Committee Chairs	Each Policy Committee Chair.

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|--------|--|---|
| (vi) | The Network Chairs | Each Network Chair. |
| (vii) | The members of the Board | As set out in Article 17, it being acknowledged that the Chair is also member of the Board but shall hold office as a member of the Council by virtue of their role as Chair only and shall not be appointed or counted as a member of the Council twice. |
| (viii) | The Chief Executive Officer | As set out in Article 21. |
| (ix) | The Finance Director | As set out in Article 17. |
| (x) | Such other persons as the Board may appoint to the Council from time to time | Provided that no more than three (3) such persons may hold office at any one time and it being acknowledged that this power is intended to be exercised sparingly and then only in respect of individuals whose expertise or experience in areas relevant to the Chamber's objects is, in the opinion of the Board, likely to assist the Council in carrying out its functions. |

41.2 The individual holding the office of Council member shall cease to do so if:

- (a) in the case of a person who is a member of the Council by virtue of holding any office or position, or by virtue of any status or capacity, specified in Article 41.1(i) to (ix) (inclusive), they cease to hold such office or position or otherwise to satisfy the applicable prerequisite by virtue of which they were appointed to the Council; or
- (b) in the case of a person who is a member of the Council by virtue of appointment under Article 41.1(x), they die, cease (as determined by the Board) to be so appointed or resign by written notice to the Secretary.

42 Proceedings

42.1 Subject to the provisions of these Articles, the Council may regulate their proceedings as they think fit. The Council shall meet at least four times a year, except when otherwise determined by a resolution of the Council. Special meetings of the Council may be convened by the Secretary on the written request of the President, Deputy President, Chair or Deputy Chair or five members of the Council. At least two clear days written notice of a special meeting giving details of its business shall be given by the Secretary. Questions arising at a meeting shall be decided by a majority of votes unless otherwise agreed. In the case of an equality of votes, the Chair shall have a second or casting vote.

42.2 As far as practicable, notices shall on or before the third clear day preceding a meeting be sent to each member of the Council, and the notice shall name, in such manner as may be necessary and sufficient, any business or matter of which written notice shall have been received by the Secretary on or before the seventh day before the meeting.

42.3 The quorum for the transaction of the business of the Council shall be seven.

- 42.4 The continuing members of the Council or a sole continuing Council member may act notwithstanding any vacancies in their number, but, if the number of Council members is less than the number fixed as a quorum, the continuing Council members or member may act only for the purpose of filling vacancies or of calling a meeting of the Council.
- 42.5 Each Policy Committee Chair and each Network Chair may from time to time appoint one alternate to attend meetings of the Council in their place, such alternate to be either their Deputy or another member of the relevant Policy Committee or the relevant Network (as applicable). Any such appointment, and any revocation of such appointment, shall be made by notice in writing to the Secretary. Any alternate so appointed who is present at a meeting of the Council shall be entitled to exercise all the rights of the Policy Committee Chair or Network Chair (as applicable) in relation to that meeting, including the right to vote. For the avoidance of doubt, there shall be only one vote cast in respect of each Policy Committee and one vote cast in respect of each Network on any matter before the Council, and an alternate appointed under this Article 42.5 shall not be entitled to vote on any matter on which the relevant Policy Committee Chair or Network Chair has already voted, nor shall any Policy Committee Chair or Network Chair be entitled to vote on any matter on which their alternate has already voted.
- 42.6 Unless they are unwilling to do so, the Chair or (in their absence) the Deputy Chair shall preside at every meeting of the Council at which they are present provided that if they should have to leave a meeting of the Council prior to its end, they may invite the Deputy Chair, President, Deputy President or one of the other members of the Council to take over their duties for the remainder of such meeting. But if none of the Deputy Chair nor the Honorary Officers is present within five minutes after the time appointed for the meeting, or if the Deputy Chair and the Honorary Officers present are all unwilling to preside, the members of the Council may appoint one of their number to be chair of the meeting.
- 42.7 Ex-Officio Members shall not, by virtue only of being Ex-Officio Members, be members of the Council. However, Ex-Officio Members may, from time to time and at the discretion of the Council, be invited by the Council to attend and speak at meetings of the Council but shall not be entitled to vote or be counted in the quorum at any such meeting.
- 42.8 Any Member of the Chamber may attend any meeting of the Council on notifying their desire to do so to the Secretary, and by the permission of the Chair may address the Council, but may not vote.
- 42.9 The proceedings of the Council shall also be governed by any additional procedures contained in any Bye-laws.

Part 5

ADMINISTRATIVE ARRANGEMENTS

43 Means of communication to be used

- 43.1 Subject to the Articles and the requirements of the Companies Act, any notice, document or other information to be sent or supplied by or to the Chamber under the Articles, or otherwise under the Companies Act, may be sent or supplied: in hard copy form or in electronic form (including by email).

43.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

43.3 A director may agree with the Chamber that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

44 Company seals

44.1 Any common seal may only be used by the authority of the directors.

44.2 The directors may decide by what means and in what form any common seal is to be used.

44.3 Unless otherwise decided by the directors, if the Chamber has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

44.4 For the purposes of this Article, an authorised person is:

- (a) any director of the Chamber;
- (b) the Secretary of the Chamber (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

45 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Chamber, no person is entitled to inspect any of the Chamber's accounting or other records or documents merely by virtue of being a Member.

46 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its Subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Chamber or that Subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

47 Indemnity

47.1 Subject to Article 47.2, a relevant director of the Chamber or an associated company may be indemnified out of the Chamber's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber or an associated company;
- (b) any liability incurred by that director in connection with the activities of the Chamber or an associated company in its capacity as a trustee of an

occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); or

- (c) any other liability incurred by that director as an officer of the Chamber or an associated company.

47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

47.3 In this Article:

- (a) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate; and
- (b) a "relevant director" means any director or former director of the Chamber or an associated company.

48 Insurance

48.1 The directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant director in respect of any relevant loss.

48.2 In this Article:

- (a) a "relevant director" means any director or former director of the Chamber or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Chamber, any associated company or any pension fund or employees' share scheme of the Chamber or associated company; and
- (c) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.

Part 6 BYE LAWS

49 Bye-laws

49.1 The Board shall have power to make, alter or revoke any Bye-laws at any time.