

**Company number: 15993**

**THE COMPANIES ACTS 1862 TO 1880**

**and**

**THE COMPANIES ACT 1985**

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**PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE LONDON CHAMBER OF COMMERCE AND INDUSTRY**

**(Adopted by special resolution on 13<sup>th</sup> November 1989 and amended  
by special resolutions on 9<sup>th</sup> April 1990, 3<sup>rd</sup> July 1992, 25<sup>th</sup> June 1998, 16 June 2004, 14  
September 2015 and 12 September 2016)**

**INTERPRETATION**

1.01<sup>1</sup> In these articles, unless the context otherwise requires:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"articles" means the constitution for the time being in force of the Chamber and "article" means a clause thereof;

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

"bye-laws" means any rules of the Chamber from time to time adopted pursuant to article 21.01;

"chairman" means, according to the context, (i) the person elected as chairman under article 9.11, or (ii) the chairman of a general meeting of the Chamber;

"Chamber" means the London Chamber of Commerce and Industry;

"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;

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<sup>1</sup>

Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

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

"council" means the body referred to in article 9.01;

"deputy" means a person appointed under the bye-laws to represent his section on the council;

"deputy chairman" means the person elected as such under article 9.11;

"executed" includes any mode of execution;

"honorary officers" means the president, the deputy president, the chairman, the deputy chairman and the treasurer;

"member" means the subscribers or a person admitted to any class of membership of the Chamber pursuant to the articles;

"office" means the registered office of the Chamber;

"poll" means a vote taken in any manner directed by the chairman under article 7.10 and may include a postal ballot;

"president" and "deputy president" mean respectively the persons referred to as president and deputy president in article 9.03(i);

"secretary" means the secretary of the Chamber or any other person appointed to perform the duties of secretary of the Chamber including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland;

"trade sections" has the meaning (if any) attributed to it in the bye-laws;

"treasurer" means the person elected as such under article 9.11; and

"vice-president" means a past president or a past chairman or any other person approved as such by the council.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to electronic mail (e-mail), printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders. Words importing persons shall include individuals, companies, corporations, local authorities, unincorporated associations, partnerships, institutions and other bodies of all types and, in the case of persons other than individuals, references to death shall be read as references to winding up or other dissolution and references to bankruptcy shall, where necessary, be read as references to inability to meet ones debts as they fall due.

Words and expressions defined in the Act shall, unless the context otherwise requires, have the same meanings in these articles.

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.

Headings are for ease of reference only.

## **MEMBERSHIP**

2.01 No person shall be admitted as a member of the Chamber unless that person is approved by the board. The board may refuse an application for membership without giving reasons for such refusal.

2.02 Every person wishing to become a member shall deliver to the Chamber a duly executed application for membership in such form and containing such nominations as the board may require, in which such person shall agree to be bound by the articles and bye-laws of the Chamber, together with payment of the entrance fee (if any) from time to time determined by the board (which may include different sums for different classes of persons) unless the board determines that payment of this amount may be paid by a later date.

2.03 Each member shall (unless exempted by the board) pay an annual subscription of such sum as the board may from time to time decide (which may include different sums for different classes of persons). Annual subscriptions shall be non-returnable. Any member who shall fail to pay his 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. Subscriptions shall be due each year on such date or dates as the board may from time to time determine. Any member whose membership ceases under this article may be reinstated on such terms as the board may think fit.

2.04 The secretary shall keep a register of members which shall show the date of admission and shall be open to the inspection of members. Membership shall be non-transferable.

2.05 A member shall cease to be a member of the Chamber:-

- (a) upon the expiry of one month after the secretary receives from him notice in writing that he wishes to resign; or
- (b) if he dies or becomes bankrupt or makes any arrangement or composition with his creditors generally or an order is made or resolution passed for his winding up; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance to 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 1960 (or any statutory modifications or re-enactments of the same), 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; or
  - (d) he is convicted on indictment and imprisoned for any criminal offence; or
  - (e) he fails after notice from the secretary to comply with any article or bye-law, and the secretary gives him further notice that he ceases to be a member; or
  - (f) by notice of the secretary pursuant to article 2.03; or
  - (g) upon the board resolving by not less than a two-thirds majority of those present and voting that he cease to be a member, but subject to the right of appeal given in article 4.01.

## **HONORARY MEMBERSHIP**

3.01 The council may admit to honorary membership of the Chamber persons distinguished in statesmanship, diplomacy, commerce or finance, or who have rendered special service to the Chamber, and such honorary members shall not be required to sign any form of application for membership or pay any subscription or entrance fee or any amount on the winding-up of the Chamber, and neither shall they be entitled to vote.

## **APPEAL**

4.01 If the board passes a resolution of the type referred to in article 2.05(g), and the member is dissatisfied with the board's decision, then the member may, within 14 days of receiving notice of the board's decision, request the board in writing to reconsider its decision, making such representations and supplying such information, as he considers relevant.

4.02 The board shall, within 28 days of receiving the member's written request for reconsideration, either confirm or amend its original decision and notify the member accordingly. The member may, within 14 days of receiving such notification serve notice on the board of his intention to appeal against its decision.

4.03 The appeal will lie to a commission comprising the president and two vice-presidents who shall be appointed by the president.

4.04 The commission may adopt such procedure as it deems appropriate in hearing the appeal, but shall give both the appellant and the board reasonable opportunity to make representations to it regarding the board's decision. The commission shall not be required to disclose confidential information or sources of information.

4.05 The commission 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.

## **GENERAL MEETINGS**

5.01 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 extraordinary general meetings.

5.02 The board may call general meetings and, on the requisition of the number of members prescribed for this purpose by the Act, shall forthwith proceed to convene an extraordinary general meeting. A general meeting shall also be convened by the secretary at the direction of the president or upon a resolution to this effect of the council or the request of fifty members of the Chamber.

## **NOTICE OF GENERAL MEETINGS**

6.01 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but in any case a general meeting may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the board and the council and the auditors if any.

6.02 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

7.01 No business shall be transacted at any meeting unless a quorum is present. The quorum for a general meeting shall be not less than ten 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).

7.02 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.

7.03<sup>2</sup> The president or in his absence the chairman or in his absence the deputy president or in his absence the deputy chairman or in his absence the treasurer shall preside as chairman of the meeting, but if none of the honorary officers is present within fifteen minutes after the time appointed for holding the meeting, the board members present shall elect one of their number to be chairman and, if there is only one board member present and willing to act, he shall be chairman. If the chairman should have to leave the meeting prior to its end, he may invite some other person present to take over his duties for the remainder of such meeting.

7.04 If no board member is willing to act as chairman, or if no board member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of the council or their number to be chairman.

7.05 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.

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

7.07 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:-

- (a) by the chairman; or
- (b) by at least one quarter of those members present having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

7.08 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.09 The demand for a poll may, before the meeting moves on to consider the next item of business, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

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<sup>2</sup>

Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

7.10 A poll shall be taken by means of postal ballot as the chairman directs and he shall appoint scrutineers (who need not be members) and fix a time within which voting papers are to be returned. Voting papers stating the question to be voted upon shall be sent to all members entitled to vote at a general meeting by post to their registered addresses. Any votes not on a voting paper, and any voting paper not returned within the time fixed by the chairman, shall be rejected. The result of the poll as announced by the scrutineers and exhibited at the office shall be final. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded and shall be entered in the minutes accordingly.

7.11 On any vote, whether on a show of hands or on a poll, the chairman shall be entitled to an original and a casting vote.

7.12 The demand for a 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 the demand for a poll is duly withdrawn, the meeting shall continue as if the demand had not been made.

7.13 The Chamber being instituted solely for commercial objects and comprising among its members persons of all political opinions, no question which does not relate to commercial objects, and is exclusively political, shall be discussed; and no person shall be allowed at any meeting to call in question the conduct of any other person in reference to the exercise of his political privileges (other than to query that person's compliance with this article). This article shall apply equally to meetings of trade sections, the council, board and committees of the Chamber as to general meetings.

### **VOTES OF MEMBERS**

8.01 Save as otherwise provided, on a show of hands every member present in person 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.

8.02 Only those members who have paid any annual subscription due and payable to the Chamber in respect of their membership under article 2.03 shall be entitled to vote on any question either personally or by proxy.

8.03 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.

8.04 An instrument appointing a proxy (who need not be a member) shall be in writing, executed by or on behalf of the appointor and shall be in any form which is usual or which the board may approve and shall include the name of the member appointing the proxy.

8.05<sup>3</sup> The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the board may be deposited at the office or at such other place within the United Kingdom as is

specified in the notice convening the meeting or in any instrument of proxy sent out by the Chamber in relation to the meeting not later than the close of business on the business day preceding that set for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not so deposited shall be invalid.

8.06 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Chamber at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given.

## COUNCIL

9.01 There shall be a council as provided in article 9.03.

9.02<sup>4</sup> The functions of the council shall be:-

- (i) to nominate or appoint the majority of the board;
- (ii) to be the body to which the board reports its activities between general meetings;
- (iii) to be aware of and to support the Chamber's policy and representational objectives, to be the body which receives and reviews recommendations on policy and representational issues from the Chamber's standing policy committees, forums, policy working parties, special interest groups, trade sections, branches and affiliated associations on a regular basis taking into account the overall interests of the Chamber and its membership whilst conducting such reviews and to refer all such matters to the board for approval;
- (iv) generally to formulate, prioritise and co-ordinate policy and representational recommendations (and to ensure that such are consistent and in the best interests of the Chamber), and to make such recommendations to the board (which will be the body which shall determine and effect all policy, representational and strategic issues and initiatives) and to be available to the board for consultation on all such issues.

9.03<sup>5</sup> The council shall be made up as follows:-

- (i) **President and deputy president**

The president and the deputy president, both being individual members or individuals connected with members, respectively elected to such office in accordance with articles 9.06 to 9.10. But a

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<sup>4</sup>

Printed as amended by special resolution on 16<sup>th</sup> June 2004.

<sup>5</sup>

Printed as amended by special resolutions on 3<sup>rd</sup> July 1992 and 16 June 2004.

deputy president may be elected at the general meeting at which this paragraph is adopted, in substitution for paragraph (i) as in force immediately before its adoption, without regard to the requirements of paragraphs (a) and (b) of article 9.07 and without regard to article 9.08.

(ii) **Elected members**

Up to 20 individuals, each a member or connected with a member of the Chamber, elected as such in accordance with articles 9.06 to 9.10 to serve on the council, the first such persons after adoption of these articles to be the persons who immediately prior to adoption of these articles held office under article 6 - 1 of the previous articles of the Chamber.

(iii) **Nominated members**

- (a) Every mercantile association of London recognised by the board under this article (which recognition may be withdrawn at any time by the board) and paying such annual fee as the board may from time to time prescribe; and
- (b) every mercantile association affiliated under the bye-laws upon terms allowing it to nominate a member of the council,

shall be entitled, by written notice to the secretary, to nominate one individual (being one of its members or connected with it or one of its members) to the council, and to change those nominations, provided that such nominations shall cease to have effect if the mercantile association making the appointments ceases to be recognised for this purpose or affiliated with this right.

(iv) **Ex-officio members**

The persons from time to time holding the following positions shall be members of the council (subject to each such person consenting to act as such):-

- (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 Chairman of Lloyd's;
- (e) the Chairman of the International Stock Exchange;
- (f) the Chairman of the Baltic Exchange;
- (g) the Chairman of the Port of London Authority;
- (h) the Chairman of the British Broadcasting Authority;

- (i) the Commissioner of the Metropolitan Police;
- (j) the Chairman of the Financial Services Authority;
- (k) the honorary officers;
- (l) the members of the board;
- (m) all vice-presidents for so long as they continue to be (or be connected with) members;
- (n) the chairmen of each of the standing policy committees of the Chamber;
- (o) such other members (or persons connected with members) as the Chamber in general meeting shall from time to time appoint as ex-officio members of the council.

Each person mentioned in paragraphs (a) to (j) above may, by notice in writing to the secretary, appoint any person to be his alternate and may at any time revoke that appointment.

(v) **Deputies**

The deputy appointed by each trade section qualified to do so in the bye-laws shall be a member of the council.

(vi) **Honorary members**

The council may admit honorary members of the Chamber to be honorary members of the council for up to five years (it being the intention that such power should be exercised sparingly and then only in recognition of special services rendered to the Chamber by such honorary members).

9.04<sup>6</sup> At each annual general meeting of the Chamber the president, the deputy president and:

- (a) one-third of the elected members of the council (or, if this is not a whole number, the nearest whole number); and
- (b) any elected member of the council who has since the last annual general meeting:
  - (i) ceased to be actively involved in business; or
  - (ii) ceased to be (or be connected with) the member of the Chamber with whom he was connected on his election,<sup>7</sup>

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<sup>6</sup> Printed as amended by special resolutions on 9<sup>th</sup> April 1990 and 3<sup>rd</sup> July 1992.

<sup>7</sup> Printed as amended by special resolution on 12 September 2016.

shall cease to be members of the council, provided that each shall be eligible for re-election, if retiring as president or as deputy president, unless immediately prior to such re-election he has held that office for three years in succession, except where the Board uses its discretion to extend the term of the president or deputy president by up to a further two year period, such extension to be ratified by the members at the next annual general meeting.

or if retiring under paragraph (a) above if:-

- (aa) he has attended three or more meetings since the last annual general meeting (or shall have been excused from attendance by the council); and
- (bb) he has not already served as a member for six years in succession immediately preceding the election (but excluding any periods served as an honorary officer or any period of service prior to adoption of these articles);

and if retiring under paragraph (b)(ii) above, if prior to such cessation he became (or became connected with) a member (or another member) of the Chamber, and a person retiring under more than one paragraph shall only be eligible for re-election if he meets the conditions applicable to each ground upon which he retires.

9.05 Those to retire under article 9.04(a) shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last reappointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

9.06<sup>8</sup> If the Chamber, at the meeting at which the president or the deputy president retires or a member of the council retires by rotation, does not fill the vacancy, the retiring president, deputy president or member of the council shall, if willing to act and eligible to be reappointed, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost. A president, deputy president or member of the council who is not reappointed, shall retain office until the end of the meeting.

9.07<sup>9</sup> No person other than the retiring president, deputy president or a member of the council retiring by rotation shall be appointed or reappointed president, deputy president or a member of the council at any general meeting unless:-

- (a) he is proposed and seconded by at least two members of the council; or

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<sup>8</sup>

Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

<sup>9</sup>

Printed as amended by special resolutions on 9<sup>th</sup> April 1990 and 3<sup>rd</sup> July 1992.

(b) not later than the date from time to time determined for this purpose by the board and notified to members, the secretary receives his nomination in writing by not less than six members of the Chamber together with his written acknowledgement of his willingness to be appointed, details (if applicable) of any member with whom he is connected and a statement that he is otherwise eligible for election

and in either case he is (or is connected with) a member and actively involved in the business<sup>10</sup>.

9.08<sup>11</sup> 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 (other than a retiring president or deputy president or a member of the council retiring by rotation at the meeting) who is duly nominated for the position of president, deputy president or member of the council together (if applicable) with the name of the member with whom he is connected.

9.09<sup>12</sup> Subject as aforesaid, the Chamber may by ordinary resolution appoint a person who is willing to act and is (or is connected with) a member and otherwise eligible to be president, deputy president or an elected member of the council under article 9.03(ii) either to fill a casual vacancy or an unfilled post (provided that the maximum permitted number of elected members of the council under that article is not exceeded).

9.10<sup>13</sup> Any vacancy, however occasioned, which shall not have been duly filled up at the annual general meeting (or subsequently become vacant) may be filled by the council. A member of the council so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the council who are to retire by rotation at the meeting.

9.11<sup>14</sup> The council shall at the first council meeting next following each annual general meeting hold a meeting and elect from their own body a chairman, deputy chairman and treasurer. No chairman or deputy chairman shall be eligible for immediate re-election to an office which office he has held for three years in succession. The council may fill any casual vacancy in their number.

9.12<sup>15</sup> The individual holding the office of council member shall cease to do so if.

(a) being the president, deputy president or an elected member of the council under article 9.03(ii) he

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<sup>10</sup> Printed as amended by special resolution dated 12 September 2016

<sup>11</sup> Printed as amended by special resolutions on 29<sup>th</sup> April 1990 and 3<sup>rd</sup> July 1992.

<sup>12</sup> Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

<sup>13</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990.

<sup>14</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990.

<sup>15</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990, 3<sup>rd</sup> July 1992 and 16<sup>th</sup> June 2004.

- (i) retires under article 9.04 and is not (or is not eligible to be) re-elected; or
  - (ii) does not attend three or more meetings between annual general meetings, and the council resolves that this seat should be vacated; or
  - (iii) has any of the events set out in article 14.01 (b) to (d) happen in relation to him; or
  - (iv) ceases to be (or be connected with) a member,
- (b) being a member of the council nominated under article 9.03(iii), he:
- (i) dies;
  - (ii) resigns by written notice to the secretary or
  - (iii) has his nomination revoked,
- (c) being an ex-officio member of the council pursuant to article 9.03(iv) he:
- (i) dies;
  - (ii) ceases to hold the position pursuant to which he is a member; or
  - (iii) being appointed by the Chamber under article 9.03(iv)(o), the Chamber in general meeting resolves to discontinue such appointment,
- (d) being a deputy referred to in article 9.03(v) he:
- (i) dies;
  - (ii) resigns by written notice to the secretary; or
  - (iii) has his appointment revoked by the trade section in question,
- (e) being an honorary member of the council pursuant to article 9.03 (vi) he:
- (i) dies;
  - (ii) ceases to be an honorary member of the Chamber; or
  - (iii) resigns by written notice to the secretary.

## **PROCEEDINGS OF COUNCIL**

10.01<sup>16</sup> 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, chairman or deputy chairman 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 chairman shall have a second or casting vote.

10.02 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.

10.03 The quorum for the transaction of the business of the council shall be seven.

10.04 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 general meeting.

10.05<sup>17</sup> Unless he is unwilling to do so, the chairman or (in his absence) the deputy president or (in his absence) the treasurer shall preside at every meeting of the council at which he is present provided that if he should have to leave a meeting of the council prior to its end, he may invite the deputy chairman, president, deputy president, treasurer or one of the other members of the council to take over his duties for the remainder of such meeting. But if none of the honorary offices is present within five minutes after the time appointed for the meeting, or if the honorary officers present are all unwilling to preside, the members of the council may appoint one of their number to be chairman of the meeting.

10.06 Any member of the Chamber may attend any meeting of the council on notifying his desire to do so to the secretary, and by the permission of the chairman may address the council, but may not vote.

10.07 The proceedings of the council shall also be governed by any additional procedures contained in the bye-laws.

## **BOARD OF DIRECTORS**

11.01 The members of the board shall be the directors of the Chamber.

11.02<sup>18</sup> Subject as hereinafter provided, the board shall consist of:-

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<sup>16</sup> Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

<sup>17</sup> Printed as amended by special resolution on 3<sup>rd</sup> July 1992.

<sup>18</sup> Printed as amended by special resolutions on 9<sup>th</sup> April 1990, 3<sup>rd</sup> July 1992 and 25<sup>th</sup> June 1998.

- (i) the following 6 persons, namely the president, the deputy president, the chairman, the immediate past chairman, the deputy chairman and the treasurer;
- (ii) the chief executive;
- (iii) up to 4 persons (each a member or connected with a member) nominated by the council and elected by the members in general meeting;
- (iv) up to 3 members of staff (who need not be members or connected with members), nominated by the board and elected by the members in general meeting; and
- (v)<sup>19</sup> up to 2 persons (each a member or connected with a member) nominated by the board and appointed by the board in accordance with article 14.09.

11.03<sup>20</sup> If there shall for the time being be any shortfall in the number of board members mentioned in paragraphs (i) and (iv) of article 11.02 the number may be made up by the appointment of one or more additional persons under paragraph (iii) of that article, notwithstanding that there may already be 4 persons in office under that paragraph. Such appointment may be made either under article 14.07 (disregarding the proviso) or under article 14.08. In the event of appointment under article 14.07 at the general meeting at which this article is adopted, the requirements of article 14.05(a)(i) shall be disregarded.

## **POWERS OF BOARD**

12.01 Subject to the provisions of these articles, the bye-laws and any directions given by resolution of the members in general meeting, the business of the Chamber shall be managed by the board who may exercise all the powers of the Chamber. The board may exercise all the powers of the Chamber to borrow or raise money and to mortgage or charge its undertaking and property and subject to the provisions of the Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Chamber or of any third party. No alteration of the articles or bye-laws, and no such direction, shall invalidate any prior act of the board which would have been valid if that alteration had not been made or that direction had not been given. The provisions of this article shall be without prejudice to any other provision of these articles. A meeting of board at which a quorum is present may exercise all powers exercisable by the board.

12.02 The board may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

## **DELEGATION OF BOARD'S POWERS**

13.01 The board may delegate any of their powers to any one or more standing policy or other committees consisting of such persons, whether or not board members, as they think

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<sup>19</sup> Article 11.02(v) was inserted by special resolution on 25<sup>th</sup> June 1998.

<sup>20</sup> Article 11.03 was inserted by special resolution on 3<sup>rd</sup> July 1992.

fit. They may also delegate to any of their number or to the chief executive such of their powers as they consider desirable to be exercised by him. Such delegation may be made subject to such regulations as the board may impose, and may be revoked or altered. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of the board so far as they are capable of applying and to the bye-laws. This article is without prejudice to any other provision of these articles.

### **APPOINTMENT, RETIREMENT, DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

14.01 The office of a board member shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director;
- (b) he dies or becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance to 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 1960 (or any statutory modifications or re-enactments of the same), 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; or
- (d) the secretary receives written notice of his resignation; or
- (e) he shall for more than six consecutive months have been absent without permission of the board from meetings of board held during that period and the board members resolve that his office be vacated; or
- (f) being a person elected (or deemed elected) under article 11.02(iii), he ceases to be (or be connected with) a member; or
- (g)<sup>21</sup> being a person elected (or deemed elected) under article 11.02(iv), he ceases to be a member of staff, or
- (h)<sup>22</sup> being a person appointed under article 11.02(v), he ceases to be (or be connected with) a member.

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Printed as amended by special resolution on 25<sup>th</sup> June 1998.

- 14.02<sup>23</sup> At each annual general meeting of the Chamber, one half (or, if that is not a whole number, the next highest whole number) of those members of the board elected (or deemed elected) under each of paragraphs (iii) and (iv) of article 11.02 shall respectively retire from. In the case of each such paragraph, those to retire by rotation shall respectively be those who have been longest in office since their last appointment or re-appointment (but ignoring any period in office prior to the date of adoption of these articles), but as between persons who became or were last reappointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 14.03<sup>24</sup> A member of the board retiring by rotation shall be eligible for reappointment, provided (in the case of a member holding office under article 11.02(iii)) that he has not held office for six years in succession immediately preceding the election but excluding any period he was an honorary officer or held office prior to the date of adoption of these articles.
- 14.04 If the Chamber, at the meeting at which a member of the board retires by rotation, does not fill the vacancy, the retiring member of the board shall, if willing to act and eligible to be reappointed, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the member of the board is put to the meeting and lost. If he is not reappointed, he shall retain office until the end of the meeting.
- 14.05<sup>25</sup> No person other than a member of the board retiring by rotation shall be appointed or reappointed a member of the board at any general meeting unless:
- (a) in the case of a person to be elected under article 11.02(iii):
- (i) he is nominated by the council, either on its own initiative or from proposals received by the secretary not later than the date from time to time determined for this purpose by the board and notified to members, such proposals to be in writing signed by two members qualified to vote at the meeting together with the written acknowledgement of the person proposed of his willingness to be appointed, details (if applicable) of any member with whom he is connected and those particulars which would, if he were appointed, be required to be included in the company's register of directors and a statement that he is otherwise eligible for election; and
- (ii) he is (or is connected with) a member;<sup>26</sup> and

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<sup>22</sup> Article 14.01(h) was inserted by special resolution on 25<sup>th</sup> June 1998.

<sup>23</sup> Printed as amended by special resolutions on 9<sup>th</sup> April 1990 and 3<sup>rd</sup> July 1992.

<sup>24</sup> Printed as amended by special resolutions on 9<sup>th</sup> April 1990 and 3<sup>rd</sup> July 1992.

<sup>25</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990 and 12 September 2016.

<sup>26</sup> Printed as amended by special resolution on 12 September 2016.

- (b) in the case of a person to be elected under article 11.02(iv), he is nominated by the board and eligible to be appointed.

14.06<sup>27</sup> 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 (other than a board member retiring by rotation at the meeting) who is duly nominated and eligible to be appointed at the meeting. The notice shall, in the case of a person to be elected under article 11.02(iii), give (where applicable) the member with whom he is connected and the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

14.07<sup>28</sup> Subject as aforesaid, the Chamber may by ordinary resolution appoint a person who is willing to act and complies with article 14.05 to be a board member (under articles 11.02(iii) or (iv)) either to fill a casual vacancy or an unfilled post (provided that the maximum permitted number of board members under those articles is not exceeded).

14.08 The board may appoint a person who is willing and (in the case of vacancies under article 11.02(iii)) is (or is connected with) a member and nominated by the council, to be a board member (under articles 11.02(iii) or (iv)) either to fill a casual vacancy or an unfilled post (provided that the maximum permitted number of board members under those articles is not exceeded). A board member so appointed shall hold office only until the next following annual general meeting and if not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

14.09<sup>29</sup> Pursuant to article 11.02(v) the board may appoint any person who is willing to act to be an additional director but so that the total number of such directors may not exceed two. A director appointed in this way shall hold office only until the next following annual general meeting and if not reappointed at such general meeting, he shall vacate office at the conclusion thereof. A member of the board appointed pursuant to article 11.02(v) shall be eligible for reappointment by the board provided that he has not held office for six years in succession immediately preceding the election but excluding any period he was an honorary officer or held office prior to the date of adoption of these articles.

## **REMUNERATION OF BOARD MEMBERS**

15.01 The board members (other than any nominated under article 11.02(iv) and the persons referred to in articles 16.01 and 17.01) shall not be entitled to any remuneration for their services as board members, but the board may authorise the payment by the Chamber of any reasonable and proper out-of-pocket expenses incurred by any board member in the performance of his duties or otherwise in connection with the affairs of the Chamber.

## **CHIEF EXECUTIVE**

16.01 The Chamber may have a chief executive who shall be appointed by the board for such time, at such remuneration (notwithstanding article 15.01) and upon such conditions as they may think fit, and may be removed from this office by *them*.

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<sup>27</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990.

<sup>28</sup> Printed as amended by special resolution on 9<sup>th</sup> April 1990.

<sup>29</sup> Article 14.09 was inserted by special resolution on 25<sup>th</sup> June 1998.

16.02 The chief executive 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 him.

16.03 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, and any person so appointed may act under the direction of or, if there be no chief executive capable of acting or if the chief executive is absent, in place of the chief executive.

### **SECRETARY**

17.01 The secretary may be appointed by the board for such time, at such remuneration (notwithstanding article 15.01) and upon *such* conditions as they may think fit, and any secretary so appointed may be removed by them.

17.02 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.

### **BOARD MEMBERS' INTERESTS**

18.01 A board member shall disclose to the board the nature and extent of any material interest of his. A board member, having made such disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

18.02 For the purposes of article 18.01:-

- (a) a general notice given to the board that a board member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the board member has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a board member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **PROCEEDINGS OF BOARD**

19.01<sup>30</sup> Subject to the provisions of these articles and the bye-laws, the board may regulate their proceedings as they think fit. The board shall meet once a month at least, except when otherwise determined by a resolution of the board. Special meetings of the board may be convened by the secretary on request of the president, the deputy president, the chairman or the deputy chairman and shall be called if requisitioned by five board members. At least two 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 chairman shall have a second or casting vote.

19.02<sup>31</sup> 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 seven provided that of those present a majority are persons from the categories mentioned in paragraphs (1), (iii) and (v) of article 11.02.

19.03<sup>32</sup> Board members may attend board meetings by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum.

19.04 The continuing board members or a sole continuing board member may act notwithstanding any vacancies in their number, but, if the number of board members is less than the number fixed as a quorum, the continuing board members or member may act only for the purpose of filling vacancies or of calling a general meeting.

19.05<sup>33</sup> Unless he is unwilling to do so, the chairman or (in his absence) the deputy chairman or (in his absence) the president or (in his absence) the deputy president or (in his absence) the treasurer shall preside at every meeting of the board at which he is present provided that if he should have to leave a board meeting prior to its end, he may invite the deputy chairman, president, deputy president, treasurer or one of the other board members to take over his duties for the remainder of such meeting. But if none of the honorary officers is present within five minutes after the time appointed for the meeting, or if the honorary officers present are all unwilling to preside, the board members present may appoint one of their number to be chairman of the meeting.

19.06 All acts done by a meeting or resolution of the board, council or of a committee, by a person acting as board, council or committee member (as the case may be) shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any such person or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a board, council or committee member (as the case may be) and had been entitled to vote.

19.07 A resolution in writing signed by all the board, council or committee members entitled to receive notice of a meeting of the board, council or committee (as the case may be) shall be as valid and effectual as if it has been passed at a meeting of the board, council or committee (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more board, council or committee members.

## MINUTES

20.01 The board shall cause minutes to be made in the books kept for the purpose of all proceedings at meetings of the Chamber in general meeting and of the board, trade sections

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<sup>31</sup> Printed as amended by special resolution on 25<sup>th</sup> June 1998.

<sup>32</sup> Printed as amended by special resolution on 12 September 2016.

<sup>33</sup> Printed as amended by special resolution on 3rd July 1992.

(if any), council, and of committees, including the names of the board, section, council or committee members present at each such meeting.

20.02 All minutes shall be open to inspection of members of the board. Minutes of meetings of trade sections, council and committees shall also be open to their respective members.

### **BYE-LAWS**

21.01 The board shall have power to make, alter or revoke bye-laws which are not inconsistent with the memorandum of association and these articles after such proposal has been considered by the council. Notice of the proposed adoption, alteration or revocation of any bye-law shall be given to each member of the board in the agenda paper for the board meeting at which the question is to be considered.

21.02 Without prejudice to the generality of the foregoing, bye-laws may include provision for

- use of Chamber's title by members, etc.,
- trade sections,
- affiliated associations,
- standing policy committees,
- proceedings of the council,
- arbitration,
- interpretation.

### **THE SEAL**

22.01 The seal shall only be used by the authority of the board (or of a committee of the board authorised for the purpose). The board may determine who shall sign any instrument to which the seal is affixed, and unless otherwise so determined each such instrument shall be signed by a member of the board and by the secretary or by a second member of the board.

### **ACCOUNTS**

23.01 The accounting records of the Chamber shall be open to the inspection of any member of the board or the secretary of the Chamber. 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 ordinary resolution of the Chamber.

### **NOTICES/ MEANS OF COMMUNICATION TO BE USED**

24.01 Any notice to be given pursuant to these articles shall be in writing except that a notice calling a meeting of the board, council or a committee need not be in writing.

24.02<sup>34</sup> Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

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<sup>34</sup> Article 24.02 was inserted by special resolution on 14 September 2015.

- a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 24 hours after it was posted (or 7 days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom. If (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least 7 days was guaranteed at the time of sending and the sending part receives a confirmation of delivery from the courier service provider);
- b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- c) if properly addressed and sent or supplied by electronic means, 1 hour after the document or information was sent or supplied; and
- d) if sent or supplied by means of a website, when the material is first made available or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a full day.

- 24.03 In proving that any notice, document or other information was properly addressed it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

## INDEMNITIES

- 25.01 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every board member or other officer or auditor of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Chamber, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court. He shall further be indemnified out of the assets of the Chamber against all costs, charges, expenses, losses, and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.