




27th June 2012

Bristol Chamber of Commerce Industry & Shipping (Incorporated) - COMPANY N° 8752

SPECIAL RESOLUTION AGREEING NEW ARTICLES OF ASSOCIATION

The meeting has considered the following Resolution as a Special Resolution and has agreed that the Chamber agrees new Articles of Association in the form of the draft initialled by the President for ease of identification and that the Company Secretary be directed to lodge them with the Registrar of Companies.

Signed..........Michael Bothamley, President

Signed..........Nigel Hutchings, Company Secretary

Dated.....Sat December 1st.....2012

FRIDAY



A19 *A109X9GI* 21/12/2012 #549
COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

BRISTOL CHAMBER OF COMMERCE,
INDUSTRY AND SHIPPING



COMPANIES HOUSE

1-15

Registered 16th September 1874 and as altered by special resolutions passed 16th December 1949, 27th September 1963, 30th April 1965, 13th July 1973, 22nd February 1974, 25th June 1975 11th December 1987 and 16th June 2005

- 1 The name of the company (hereinafter called "the Chamber") is "BRISTOL CHAMBER OF COMMERCE, INDUSTRY AND SHIPPING"
- 2 The registered office of the Chamber will be situate in England
- 3 The objects for which the Chamber is established (the "Objects") are
 - (1) To promote the trade, commerce, industry and shipping of Bristol and its environs and the United Kingdom generally
 - (2) To collect and disseminate statistical and other information relating to trade, commerce, industry and shipping
 - (3) To promote, support or oppose legislation or other measures affecting the above
- 4 The Chamber has power to do anything within the law that may promote or may help to promote the Objects or any of them In particular (but without limitation) the Chamber has the following powers -
 - 4(1) To purchase, take on lease or in exchange, hire, or by any other means acquire any freehold, leasehold, personal or other property for any estate or interest whatever and any rights, privileges or easements over, or in respect of any property and any real or personal property or rights whatsoever which the Chamber may deem necessary or convenient for the promotion of its objects and to construct, maintain, fit out or alter any buildings, erections or work necessary or convenient for the purposes of the Chamber.
 - 4(2) To arbitrate, when invited, the settlement of disputes arising out of trade
 - 4(3) To issue documents, guarantees and undertakings relating to the import and export of goods into and out of the United Kingdom and other countries in accordance with current regulations
 - 4(4) To print and publish any newspapers, periodicals, books or leaflets that the Chamber may think desirable for the promotion of its objects
 - 4(5) To improve, manage, develop, exchange, let on lease or otherwise sell, mortgage, charge, dispose of, turn on account, grant rights privileges and easements in respect of, or otherwise deal with all or any party of the property, assets or rights of the

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Chamber as may seem expedient with a view to the promotion of the objects of the Chamber

- 4(6) To undertake and carry on businesses, undertakings or transactions as the Chamber may think fit
- 4(7) To invest the monies of the Chamber not immediately required for the purpose in or upon such investments, securities or property as may be thought fit
- 4(8) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Chamber
- 4(9) To undertake and carry out the office or offices and duties of trustee, attorney or nominee and execute any trusts which may lawfully be undertaken by the Chamber as may be conducive to its objects and as trustee to receive payments and commissions for acting as trustee and in the execution and management of any functions related to the investment of funds or the management of any pension schemes
- 4(10) To establish and support, and to aid in the establishment and support of any other institutions or companies or associations formed for all or any of the objects of the Chamber
- 4(11) To subscribe for, purchase or otherwise acquire and hold shares or other interests in, or securities of, or amalgamate with any companies, institutions, societies or associations whose objects are or include objects similar to those of the Chamber or which may (in the opinion of the Board) advantageously be combined with the Objects, or which is possessed of property, assets or rights suitable for any purposes of the Chamber and on any terms whatsoever,
- 4(12) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Chamber is authorised to amalgamate
- 4(13) For all or any of the purposes aforesaid to raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient and to accept gifts of money or other property
- 4(14) To establish, support and aid the establishment of funds or trusts which may be considered to benefit employees or ex-employees of the Chamber or the relations,

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connections or dependants of such persons and to grant pensions, gratuities and allowances to such persons

- 4(15) To do all such things as may be conducive to the extension of trade, commerce or industry
- 4(16) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

PROVIDED THAT

- (i) the Chamber shall not support with its funds any objects, or endeavour to impose on, or procure to be observed by, its members or others any regulation, restriction or condition which if an object of the Chamber would make it a Trade Union,
- (ii) in case the Chamber shall take or hold any property which may be subject to any trusts the Chamber shall only deal with, or invest, the same in such manner as allowed by law having regard to such trusts,
- (iii) in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Chamber shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the officers of the Chamber shall be chargeable for any property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such officers would have been if no incorporation had been effected and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the officers but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated

- 5 The income and property of the Chamber, whencesoever derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Chamber Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Chamber, or to any

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member of the Chamber, in return for any services actually rendered to the Chamber, nor prevent the payment of interest at reasonable commercial rates on money lent, or reasonable and proper rent for premises demised or let by any member of the Chamber.

- 6 Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up during the time the member is a member, or within one year after the member ceases to be a member, for payment of the debts and liabilities of the Chamber, contracted before the time at which he ceases to be a member, and of the costs, charges and the expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required, not exceeding five (5) pounds
- 7 We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

Names, Addresses and Descriptions of Subscribers

JOHN LUCAS, Merchant, Bristol

HENRY TAYLOR, Timber Merchant, 7 Windsor Terrace, Clifton

CHARLES TOWNSEND, Wholesale Druggist, Union Street, Bristol

WILLIAM POLGLASE, Wholesale Tea Dealer, St Stephen Street, Bristol

RICHARD JEFFERD CROOK, Gentlemen, Flax Bourton, Nr Bristol

GEORGE SQUIER BRYANT, Stoke Broker, 2 St Stephen Street, Bristol

WILLIAM LANE, Corn Merchant, 42 Welshback, Bristol

RICHARD CRIPPS, Wharfinger, etc Bristol

WILLIAM TURNER, Ship Owner, 20 Queen Square, Bristol

WILLIAM MIDDLETON GIBSON, Ship Owner, Grove, Bristol

CHARLES NASH, Merchant, Bristol

WILLIAM PETHICK, Merchant, Bristol

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Witness to the above Signatures,

LEONARD BRUTON, 31 Clare Street, Bristol, Secretary

Dated Bristol, 1st September 1874

1/5.

COMPANY NUMBER
8752

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

**BRISTOL CHAMBER OF COMMERCE,
INDUSTRY AND SHIPPING**

As adopted 27th June 2012

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INTERPRETATION

- 1 In these Articles the following expressions shall have the following meanings unless the context otherwise requires

"the Act"	the Companies Act 1985 or any statutory re-enactment or modification of it,
"Adoption Date"	the date of Adoption of these Articles by the Chamber,
"Board"	the Board of the Directors from time to time,
"Bye-Laws"	the bye-laws from time to time laid down in accordance with Articles 84 to 87,
"Chamber"	Bristol Chamber of Commerce, Industry and Shipping,
"Communication"	means the same as in the Electronic Communications Act 2000,
"Director"	a director of the Chamber appointed in accordance with these Articles,
"Elected Directors"	Non-Executive Directors appointed by the Members in accordance with Articles 43 to 52
"Electronic Communication"	means the same as in the Electronic Communications Act 2000,
"Executive Chairman"	an Executive Director appointed in accordance with Article 56,
"Executive Directors"	Directors on the Board who are also employees of the Chamber or of its subsidiary companies and whose number and responsibilities shall be determined from time to time by the Board,
"Honorary Member"	a Member who or which has been invited to

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	join the Chamber in accordance with Article 4 who is not required to pay a subscription and who exercises ten votes in accordance with Article 26,
"the Initiative"	a permanent body comprising all the Special Members for the time being and such Honorary Members as the Board shall invite,
"Member"	any Member of the Chamber whether an Ordinary Member, Honorary Member or Special Member,
"Non-Executive Directors"	Directors on the Board who are not employees of the Chamber or of any of its subsidiary companies,
"Ordinary Member"	a Member of the Chamber who or which applies for membership in accordance with Article 6 and who exercises one vote in accordance with Article 26,
"President"	an individual appointed by the Members on the recommendation of the Board in accordance with Article 55 who shall be the chairman of the general meetings of the Chamber and of the Board,
"Register of Members"	the register of Members to be kept pursuant to the Act,
"Seal"	the common seal of the Chamber,
"Secretary"	any person appointed to perform the duties of the Secretary of the Chamber under the Act,
"Special Member"	a Member who or which has been invited to join the Initiative and has paid an enhanced subscription in accordance with Article 5, and who exercises ten votes in accordance with

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Article 26,

"The TBI Charitable Trust"

the Bristol Initiative Charitable Trust
established by a deed dated 11 November
1996,

**"the Unitary Authority Special
Members"**

Bristol City Council

Bath & North East Somerset Council

South Gloucestershire Council

North Somerset Council

"the United Kingdom"

Great Britain and Northern Ireland

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

Words importing the masculine gender shall include the feminine gender, and the singular includes the plural and vice versa

MEMBERS

- 2 There shall be three classes of Members Ordinary Members, Honorary Members and Special Members, all of whom shall be entitled to receive notice of, attend and speak at any general meetings of the Chamber, and to vote at such meetings in accordance with the voting rights for each class of membership specified in Article 26.
- 3 A Member may be a sole trader, a firm, a partnership (including a limited liability partnership), a company, a corporation, a local authority or an Honorary Member Any individual duly authorised by a Member shall be entitled to exercise the rights of membership of such Member and references to "Members" in these Articles shall (except where the context requires otherwise) be construed accordingly Any Director shall be entitled to request any such individual to produce evidence in writing satisfactory to the Directors of such authority

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- 4 The Initiative shall have power to recommend for election by the Board such persons or bodies as they may from time to time think fit, as Honorary Members Honorary Members shall not be required to pay any subscription
- 5 The Initiative shall have power to recommend for election by the Board such persons or bodies as they may from time to time think fit, as Special Members The Special Members shall be members of the Initiative and shall include the Unitary Authority Special Members Special Members shall pay an enhanced subscription to be determined by the Board from time to time Special Members may in addition pay discretionary subscriptions to the TBI Charitable Trust which will be maintained separately from the funds of the Chamber
- 6 When the Board shall have resolved to admit any applicant to membership the applicant shall be sent notice in writing of admission to membership

TERMINATION OF MEMBERSHIP

- 7 The privileges of a Member shall not be transferable and a Member shall cease to be a Member
- (a) if being an individual he shall become bankrupt or insolvent or die or if being a company or other statutory body a resolution be passed or order made for its winding up or dissolution; or
 - (b) if the Member shall serve upon the Chamber one (1) month's notice in writing of the Member's intention to resign from membership (or such shorter notice in writing of resignation as is agreed by the Board) in which event the Member shall cease to be a Member at the expiration of one (1) month from the date of service of such notice upon the Chamber, or
 - (c) (at the discretion of the Board) if any annual or other subscription payable is unpaid for three (3) months, or
 - (d) the Board shall resolve to expel a Member whose conduct makes such Member no longer acceptable as a Member No such expulsion shall have effect unless the Member concerned shall have been given at least fourteen (14) days' notice of the meeting of the Board convened to consider the matter together with particulars of the grounds of complaint and proper opportunity of making written representation to, or being heard in person or through a duly authorised agent at, such meeting

SUBSCRIPTIONS

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- 8 The annual subscription payable by Members, variations in rates for different categories of membership shall be determined from time to time by the Board
- 9 No Member whose subscription is more than three (3) months in arrears shall be entitled to exercise rights of membership
- 10 Any Member who shall cease to be a Member shall not be relieved from any liability for any subscription which shall have become payable before the date of ceasing to be a Member unless the Board shall otherwise determine

GENERAL MEETINGS

- 11 The Chamber shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it Not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next The Annual General Meeting shall be held at such time and place as the Board shall appoint
- 12 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 13 The Board may whenever it thinks fit convene an Extraordinary General Meeting and, as provided by section 368 of the Act, Extraordinary General Meetings may also be convened by the Board on the requisition of Members or, if not so convened by the Board, may be convened by such requisitionists Section 370(3) of the Act shall not apply to the Chamber

NOTICE OF GENERAL MEETINGS

- 14 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days' notice in writing and a meeting of the Chamber other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) days' notice in writing The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are, under these Articles, entitled to receive such notice from the Chamber
- 15 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive a notice shall not invalidate the proceedings at that meeting

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PROCEEDINGS AT GENERAL MEETINGS

- 16 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of
- (a) the report of the Board,
 - (b) the consideration of the accounts,
 - (c) the report of the auditors (where appropriate),
 - (d) the appointment of the Elected Directors,
 - (e) the appointment of the President, and the Executive Chairman, and
 - (f) the appointment, and the fixing of the remuneration, of the auditors (where appropriate)
- 17 The Chamber being instituted solely for commercial, charitable and community-based objects and comprising amongst its Members persons of all political opinions, no question which is exclusively political and which does not relate to those objects shall be discussed, and no Member shall be allowed at any meeting to call in question the conduct of any other Member in reference to the exercise of his political privileges
- 18 At every general meeting the President or, in his absence, the Executive Chairman, shall preside as chairman. If within fifteen (15) minutes of the time appointed for the meeting neither the President nor the Executive Chairman is present then the Members present in person or by proxy shall choose a Director or, in the absence of all the Directors, one of the Members present and entitled to vote to preside
- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, seven (7) Members or their duly authorised representatives personally present shall be a quorum
- 20 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine
- 21 The chairman may with the consent of any 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 to any adjourned meeting other than the business left

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unfinished at the meeting from which the adjournment took place When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting

VOTES OF MEMBERS

22 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

- (a) by the chairman, or
- (b) by at least three (3) Members present in person or by proxy, or
- (c) by any Member or Members present in person or by a duly authorised representative or proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting

Unless a poll be so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Chamber, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution Any demand for a poll may be withdrawn

23 If a poll is demanded in accordance with Article 23 it shall be taken in such manner and at such time as the chairman directs and the result of such poll shall be deemed to be the resolution of the Chamber in General Meeting On a poll the duly authorised representatives of Members voting personally or by proxy shall be entitled to the number of votes prescribed in Article 26 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote

24 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

25 Each Ordinary Member shall be entitled on a show of hands or a poll to one (1) vote Each Honorary Member and each Special Member shall be entitled on a show of hands or a poll to ten (10) votes

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- 26 No Member shall be entitled to vote on any question either in person, or by proxy, unless he shall be duly registered in the Register of Members and shall have paid every subscription and other sum (if any) which shall be due and payable to the Chamber in respect of his membership
- 27 On a poll votes may be given either personally, or by proxy

PROXIES

- 28 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised A proxy need not be a Member of the Chamber
- 29 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the registered office of the Chamber or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument purposes to vote or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid
- 30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit -

BRISTOL CHAMBER OF COMMERCE, INDUSTRY & SHIPPING

I/We _____

of _____

a member of Bristol Chamber of Commerce, Industry and Shipping hereby appoint

of _____

and failing him _____

of _____

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to vote for me/us and on my/our behalf at the (Annual/Extraordinary) General Meetings of the Chamber to be held on the _____ day of _____ and at every adjournment thereof

Signed this _____ day of _____ 20[]

- 31 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 32 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Chamber before the commencement of the meeting or adjourned meeting at which the proxy is used
- 33 Any corporation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Chamber and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member

GENERAL POWERS AND AUTHORITY OF DIRECTORS

- 34 The business of the Chamber shall be managed by the Directors, who, subject to the provisions of the Act, the Memorandum of Association and these Articles, and to any directions given by special resolution, may exercise all the powers of the Chamber, supervise its management and determine the external policy of the Chamber
- 35 No alteration of the Memorandum of Association or these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors
- 36 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 may determine, including authority for the agent to delegate all or any of his powers

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APPOINTMENT OF DIRECTORS

- 37 The maximum and minimum number of members of the Board shall be determined by the Chamber by ordinary resolution in General Meeting, but until so fixed the maximum shall not exceed twenty six (26) and the minimum shall be two (2)
- 38 Unless otherwise determined by ordinary resolution, the Board shall consist of
- (a) up to eight (8) individual Elected Directors, appointed as Non-Executive Directors in accordance with the provisions of Articles 43 to 52 including at least four (4) Special or Honorary members
 - (b) up to four (4) Committee Chairs elected annually by members of the respective committees
 - (c) up to five (5) non Executive Directors appointed by the Board and nominated from Bristol Port Company, Bristol Airport, Bath Chamber of Commerce OR The Initiative for Bath and North East Somerset, Bristol Junior Chamber of Commerce and The Society of Merchant Venturers (hereinafter referred to as the appropriate appointing bodies)
 - (d) the President, appointed as a Non-Executive Director in accordance with Article 55, and
 - (e) the Executive Chairman, appointed in accordance with Article 56, and
 - (f) the Chief Executive, appointed in accordance with Article 57, and
 - (g) up to four (4) individual Executive Directors appointed in accordance with Article 58, and
- 39 Any Director may retire voluntarily or be removed by the Board or appropriate appointing body who may substitute such other Director as it shall think fit by delivering notice in writing to that effect to the Secretary of the Chamber
- 40 With the exception of the Elected Directors, none of the Directors shall be subject to retirement by rotation
- 41 The Board may appoint an individual who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed as the maximum number of Directors A Director so appointed shall retire at the next following Annual General Meeting

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ELECTED DIRECTORS

- 42 From the Adoption Date the Elected Directors shall be eight of the existing members of the Board who are designated as Elected Directors by the Board on the Adoption Date and who shall all remain on the Board until they retire as Elected Directors in accordance with Articles 44 to 46
- 43 At the 2013 Annual General Meeting the two Elected Directors who shall have been longest in office since their last appointment or re-appointment shall retire
- 44 At the 2014 Annual General Meeting the three of the remaining five Elected Directors who were designated as such on the Adoption Date and who shall have been longest in office since their last appointment or re-appointment shall retire.
- 45 At the 2015 Annual General Meeting the three remaining Elected Directors who were designated as such on the Adoption Date shall retire
- 46 At the 2012 Annual General Meeting and at each subsequent Annual General Meeting, and subject to Article 48, the Members shall have the right to nominate and appoint by ordinary resolution individuals (who are themselves Members) as Elected Directors in place of those Elected Directors who have retired at that general meeting
- 47 Save in the case of an Elected Director retiring at a general meeting, who may be re-appointed upon being proposed and seconded at the meeting, no individual nominated by the Members may be appointed as an Elected Director at any general meeting unless at least 28 clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- 48 Each of the Elected Directors appointed by the Members in accordance with Article 47 shall retire from office at the third Annual General Meeting following his appointment
- 49 Elected Directors retiring at the 2012 Annual General Meeting and at each subsequent Annual General Meeting shall be shall be eligible for re-appointment, unless they have served a maximum of six years, in which case they will not then be available for re-election
- 50 The number of Elected Directors at any time must not exceed the number of eight (8) fixed as the maximum number of Elected Directors
- 51 If the Chamber at the general meeting at which an Elected Director retires by rotation, does not fill the vacancy the retiring Elected Director shall, if willing to act, be deemed to have



been re-appointed unless at the meeting it is resolved not to fill the vacancy or a resolution for the re-appointment of the Elected Director is put to the meeting and lost

ELIGIBILITY FOR OFFICE OF DIRECTOR

52 No person may become or remain a Director if.

- (a) he resigns his office by giving to the Board notice in writing signed by him and the resignation is accepted by the Board, or not being accepted, is not withdrawn within 7 days of receipt by the Board, or
- (b) he is under 18 years of age, or
- (c) he is bankrupt or makes any arrangement or composition with his creditors generally, or
- (d) he ceases to be a Director by virtue of any provision of the Act, is removed from office pursuant to these Articles or the Act or becomes prohibited by law from being a Director, or
- (e) he ceases to be a Member of the Chamber, or
- (f) if employed by the Chamber or any of its subsidiary companies, he ceases to be such an employee, or
- (g) an order is made by any court of competent jurisdiction on the ground (howsoever formulated) of mental disorder for his detention or for the appointment of a guardian or receiver or other person to exercise powers with respect to his affairs or he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, under the Mental Health (Scotland) Act 1984 and the Board resolves that his office be vacated, or
- (h) he is convicted of any criminal offence (other than an offence which in the opinion of the Board does not affect his position as a Board member)

REMOVAL OF DIRECTORS BY CHAMBER

53 The Members shall have the power by ordinary resolution, following the procedure in s 303 of the Act, to remove any of the Directors (including Directors appointed by the Board or the appropriate appointing bodies) before the expiration of his period of office, notwithstanding anything in these Articles, or in any agreement between the Chamber and such Director



PRESIDENT

- 54 (a) The Members may by ordinary resolution appoint an individual recommended by the Board to be the President of the Chamber who shall join the Board as a Non-Executive Director if not already a member of the Board and who shall hold office for not more than 3 years
- (c) Unless the Board shall otherwise resolve, the President and Executive Chairman for the time being shall be the chairman and vice-chairman respectively of the general meetings of the Chamber and of the Board
- (d) The role and responsibilities of the President shall be determined and revised from time to time by a resolution of the Board

EXECUTIVE CHAIRMAN

- 55 The Members may by ordinary resolution appoint and remove an individual recommended by the Board to be the Executive Chairman of the Chamber whose role and responsibilities shall be determined and revised from time to time by a resolution of the Board, unless otherwise determined by ordinary resolution of the Chamber

CHIEF EXECUTIVE

- 56 The Board may appoint and remove a Chief Executive (who shall perform the office of a managing director) The Chief Executive shall remain in office for such period as determined by the Board The Chief Executive shall be responsible for and in charge of the finances and executive staff of the Chamber
- 57 The Chief Executive may recommend for final approval by the Board the appointment of up to four more Executive Directors who may be employees of the Chamber or of its subsidiary companies

SECRETARY

- 58 The Secretary shall be appointed by the Board for such term and upon such conditions as the Board may think fit The Secretary may be removed by the Board
- 59 All books, documents, records and papers of the Chamber shall be in the charge of the Secretary, and kept at the offices of the Chamber

PROCEEDINGS OF THE BOARD

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- 60 The Board shall meet when required for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit In the absence of the President, the Executive Chairman shall be chairman of the meeting If at any meeting the President or Executive Chairman is not present within fifteen (15) minutes after the time appointed for holding the same the Directors present may choose one of their number to be the chairman of the meeting Questions arising at any meeting shall be decided by a majority of votes On an equality of votes the chairman shall have a second or casting vote
- 61 The quorum necessary for the transaction of the business of the Board shall be nine (9), of whom five shall be Non-Executive Directors
- 62 A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom
- 63 The Board shall have power to act notwithstanding any vacancy in its number provided always that if and so long as the number of members of the Board is reduced below the number fixed as the quorum it shall be lawful for the Board to meet for the purpose of sanctioning a General Meeting but not for any other purpose

DELEGATION OF POWERS

- 64 The Board may delegate any of its powers to committees which shall consist of two or more Directors and may include such Members or other individuals as the Board thinks fit Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it The Board may overrule any policy initiatives which have been proposed by a committee
- 65 The Board may also delegate any of its powers to the Chief Executive or to any other Director as it thinks fit
- 66 Any such delegation under Article 65 or 66 may be made subject to any conditions the Board may impose, either collaterally with or to the exclusion of its own powers and such delegation may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

VALIDITY OF ACTS

A handwritten signature, possibly reading 'H.B.', is written in dark ink at the bottom left of the page.

- 67 All acts done in good faith by any meeting of the Board or the Initiative or any committee or by any person acting as a member of one of these bodies shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they, or any of them, were disqualified be as valid as if every such person had been duly appointed and was qualified

BENEFITS TO DIRECTORS

- 68 Each Executive Director shall be entitled to receive such remuneration, expenses and other benefits

- (a) as the Board determines in the case of the Executive Chairman and the Chief Executive, or
- (b) as the Chief Executive recommends and the Board approves in the case of the other Executive Directors appointed under Article 39 (e)

- 69 Each Non-Executive Director shall be entitled -

- (a) to be reimbursed for all reasonable travelling, hotel and other expenses properly incurred by him in or about the performance of his duties as a Director, including any expenses incurred in attending meetings of the Board or any committee of the Board or any general meetings of the Chamber,
- (b) subject to Articles 72 to 74, to receive payment or other material benefit in return for the supply of goods or services to the Chamber

DIRECTORS' INTERESTS

- 70 A Director who is in any way either directly or indirectly interested in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Chamber, or in which the Chamber is otherwise interested, shall declare the nature of his interest at a meeting of the Board Subject to such disclosure (where required) a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in determining whether a quorum is present
- 71 Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his (where required), a Director notwithstanding his office

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- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Chamber or in which the Chamber is otherwise interested,
- (b) may act by himself or his firm in a professional capacity for the Chamber and he or his firm shall be entitled to remuneration for professional services as if he were not a Director,
- (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Chamber or in which the Chamber is otherwise interested, and
- (d) shall not, by reason of his office, be accountable to the Chamber for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

72 For the purposes of Article 72

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

MEETINGS AND RESOLUTIONS

73 The following Articles 76 and 77 apply to meetings and resolutions of the Board, committees of the Board, and the Chamber in general meeting, and 'member' means a Director, committee member or a member of the Chamber in general meeting as the context requires

74 Subject to the provisions of the Act (and in particular in the case of a resolution of the Members, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members Digital signatures and faxed signatures will suffice for the purpose of this Article

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- 75 Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other, and participation in a meeting in this manner is taken to be presence in person at the meeting

MINUTES

- 76 The Board shall cause minutes to be made in books kept for the purpose of
- (a) all appointments of officers made by the Board,
 - (b) the proceedings of all general meetings, and all Board and committee meetings, including the names of the Directors present at each such meeting
- 77 The minutes of every general meeting of the Chamber, every meeting of the Board and any of its committees, shall be signed by the chairman of such meeting or by the chairman of the next succeeding meeting. All minutes so signed shall, in the absence of evidence to the contrary, be taken as between the Chamber and every Member to be a true record of any statement contained in them

REGISTERS OF MEMBERS AND OFFICERS

- 78 The Chamber shall keep a register of Members and officers and such other registers as are required by the Act, in each case containing the particulars required by the Act and the Board shall ensure that such registers are available for inspection to the extent required by the Act
- 79 A copy of any entry in a register referred to in Article 80 purporting to be certified in writing by the President, the Executive Chairman or the Secretary to be a true copy shall be evidence of such entry in the register
- 80 A written statement purporting to be signed by the President or the Executive Chairman or the Secretary that the name of a person does not appear on the register of Members or did not appear on such register upon any stated date shall be evidence that such person is not a Member or was not a Member at the date stated as the case may be

CORPORATE GOVERNANCE

- 81 So far as the Board considers it reasonably practicable the Board shall cause the Chamber to comply in all material respects with such guidance as to best practice and corporate governance as the Board may consider applicable to the Chamber

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BYE-LAWS

- 82 If the Board shall so recommend the Board shall have power by resolution from time to time to adopt, alter and revoke Bye-Laws for the furtherance of the purposes for which the Chamber is established and for carrying of the business of the Chamber as it may from time to time consider necessary or expedient
- 83 No Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Chamber or involve a matter requiring a special resolution
- 84 All Bye-Laws for the time being in force shall be binding upon the Members until the same shall cease to have effect
- 85 The Board shall give notice to all Members of Bye-Laws which it has decided to adopt, alter or revoke and such decisions shall have effect only from the time when notice of them is deemed to have been served No Member shall be absolved from the Bye-Laws by reason of his not having received a copy of the same or of any alterations or additions or otherwise having no notice of them

THE SEAL

- 86 The Board shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee appointed by the Board and empowered by it to pass resolutions authorising the affixing of the Seal Every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose

ACCOUNTS

- 87 The Board shall cause accounting records to be kept in accordance with the Act
- 88 The accounting records shall be kept at the registered office of the Chamber or, subject to the Act, at such other place or places as the Board thinks fit
- 89 The Board may from time to time impose reasonable restrictions as to the time and manner of the inspection by Members of the accounting records of the Chamber and subject to such restrictions the accounting records of the Chamber shall be open to the inspection of the Members during normal business hours

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- 90 At the Annual General Meeting in every year the Board shall lay before the Chamber a proper income and expenditure account for the period since the last preceding account made up to a date not more than six (6) months before such meeting together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper report of the Directors and the auditors
- 91 A copy of every balance sheet, accounts and reports (including every document required by law to be annexed thereto) which are to be laid before the Chamber in General Meeting shall not less than twenty-one (21) days before the date of the meeting, be sent, delivered or made available to any of the persons to whom the Chamber is required to send deliver or make available such documents pursuant to the Act by any of the following methods
- (a) by post, or
 - (b) by fax to an address notified to the Chamber by such person for such purpose, or
 - (c) by Electronic Communication to an address notified to the Chamber by such person for such purpose, or
 - (d) by publishing such documents on a web site or web sites and notifying such persons (by one of the methods referred to in Article 96) of the publication of such documents on a web site, the address of the web site and where and how such documents may be accessed

AUDITORS

- 92 Auditors (where appropriate) shall be appointed and their duties regulated in accordance with the Act

NOTICES

- 93 The following Articles 96 to 98 apply to notices given to the Board, committees of the Board, and the Chamber in general meeting, and 'member' means a Director, committee member or a Member of the Chamber in general meeting as the context requires
- 94 Any notice to be given under these Articles must be in writing or be given by fax or Electronic Communication The Chamber may give any notice to a member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Chamber's register of members, or by leaving it at that

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address, or (but in the case of notices given to a Director only with his consent) by sending it using fax or Electronic Communication to any address given to the Chamber by the member

- 95 A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 96 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was sent to a postal address Proof that a notice contained in a fax or an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice is deemed to be given at the expiration of 72 hours after it was handed to the member, posted, faxed or (as the case may be) sent by Electronic Communication

RIGHT TO INDEMNITY

- 97 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may be otherwise entitled, every Director, Secretary or other officer of the Chamber shall be entitled to be indemnified and, if the Board so determines, an auditor may be indemnified, out of the assets of the Chamber against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Chamber, or as auditor, and in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by any court of competent jurisdiction

POWER TO INSURE

- 98 Subject to the provisions of the Act, the Board may purchase and maintain insurance at the expense of the Chamber for the benefit of any person who is or was at any time a Director or other officer or employee or auditor of the Chamber or of any other company which is a subsidiary or subsidiary undertaking of the Chamber or in which the Chamber has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Chamber or of any such other company or subsidiary undertaking is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to



anything done or alleged to have been done or omitted to be done as a Director, officer, employee, auditor or trustee

WINDING UP

- 99 If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber such institution or institutions to be determined by the Members at, or before the time of, dissolution and if and so far as effect cannot be given to such provision then to some charitable object

Names, Addresses and Descriptions of Subscribers

JOHN LUCAS, Merchant, Bristol

HENRY TAYLOR, Timber Merchant, 7 Windsor Terrace, Clifton

CHARLES TOWNSEND, Wholesale Druggist, Union Street, Bristol

WILLIAM POLGLASE, Wholesale Tea Dealer, St Stephen Street, Bristol

RICHARD JEFFERD CROOK, Gentlemen, Flax Bourton, Nr Bristol

GEORGE SQUIER BRYANT, Stoke Broker, 2 St Stephen Street, Bristol

WILLIAM LANE, Corn Merchant, 42 Welshback, Bristol

RICHARD CRIPPS, Wharfinger, etc Bristol

WILLIAM TURNER, Ship Owner, 20 Queen Square, Bristol

WILLIAM MIDDLETON GIBSON, Ship Owner, Grove, Bristol

CHARLES NASH, Merchant, Bristol

WILLIAM PETHICK, Merchant, Bristol

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Witness to the above Signatures,

LEONARD BRUTON, 31 Clare Street, Bristol, Secretary

Dated Bristol, 1st September 1874

H.B.