

Company number 20194

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

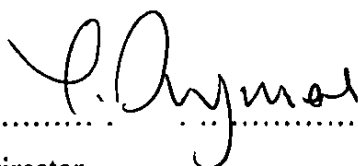
Of

SUFFOLK CHAMBER OF COMMERCE INDUSTRY AND SHIPPING INCORPORATED

Passed on 25 June 2007

At a general meeting of the Suffolk Chamber of Commerce Industry and Shipping Incorporated ("Company") duly convened and held on 25 June 2007, the following resolution was duly passed as a Special Resolution:

"That the memorandum of association and articles of association contained in the document submitted to the meeting be approved and adopted as the memorandum of association and the articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association."


.....
Director



Company No. 20194

THE COMPANIES ACTS 1862 - 1880

and

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

WITHOUT SHARE CAPITAL

AMENDED

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

SUFFOLK CHAMBER OF COMMERCE

INDUSTRY AND SHIPPING INCORPORATED

(Incorporated August 1884)

THE COMPANIES ACTS 1862 - 1880

and

THE COMPANIES ACT 1985

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23/03/2011
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL

AMENDED MEMORANDUM
AND
ARTICLES OF ASSOCIATION
of
SUFFOLK CHAMBER OF COMMERCE INDUSTRY
AND SHIPPING INCORPORATED

(Incorporated in August 1884)

(Amended pursuant to Special Resolutions dated 22 June 1992, 26 June 1995 and 25th June 2007)

- *1. The name of the Association is "Suffolk Chamber of Commerce Industry and Shipping Incorporated"
- 2. The Registered Office of the Association will be situate in Ipswich.
- ***3. The objects for which the Association is established are -
 - (1) The promotion of the trade, commerce, shipping, transport, science, education and manufactures of the County of Suffolk, and of the home and foreign trades elsewhere within the United Kingdom and anything incidental to or conducive to any of those objects
 - (2) The collection and dissemination of statistical and other information relating to trade, commerce, shipping, transport and manufactures.
 - (3) The promotion, support, or opposition of legislative or other measures affecting the aforesaid interests.
 - (4) The undertaking by arbitration or mediation the settlement of disputes, arising out of trade, commerce, shipping, transport or manufactures.

* Printed as amended by a Special Resolution adopted at the Annual General Meeting of Members on 26 June 1995.

*** Printed as amended by Special resolution adopted at the Annual General meeting of members on 22nd June 1992 and 25th June 2007

(5) Without limiting any objects or powers which apart from this sub-paragraph would be implied:-

- (i) To promote commerce industry trade and transport and in that connection to foster advance and protect commercial industrial trade and professional enterprises and without limitation other activity and business undertakings of all kinds in the locality and elsewhere in the United Kingdom;
- (ii) The representation and expression of the views and opinions of its Members in the United Kingdom the rest of the European Community and elsewhere, to promote and protect the collective interests views and opinions of the members ,and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce industry trade transport and associated matters of all kinds.
- (iii) The giving of advice and assistance to and the provision of services generally for Members of the Association And in particular (but without prejudice to the generality of the forgoing).
 - to collect analyse and disseminate information (including statistics and other economic and business information) on all subjects of interest to members and others and to operate a business information centre (including participation in the Electronic Information Networks created by BCC, and in other networks),
 - to act as training agents and to provide educational and industrial courses including higher educational advisory services such as training needs analysis, and management export and training consultancy,
 - to act as advertising agents,
 - to operate an employment agency,
 - to promote organize and participate in trade missions,
 - to encourage establish and support employment initiatives and initiatives for the start-up of businesses and enterprises.
- (iv) The promotion, advancement and encouragement of education and training in relation to trade, commerce, shipping, transport or manufacture.
- (v) To promote high standards of business and the recognition and use of national and international standards,
- (vi) The establishment and maintenance of professional and social contacts with chambers of commerce and other organisations in all parts of the world whose objects include the promotion of trade, commerce, shipping, transport and manufacture.
- (vii) To provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to

develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people, and to stimulate public awareness of business interest;

- (viii) To seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.
- (ix) The collection and publishing of journals, magazines, books, computer programmes and other works and publications and the production and marketing of films and other audio or visual aids which may seem directly or indirectly conducive to any of the objects of the Association.
- (x) To undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise
- (xi) The promotion and establishment of, and contribution to, exhibitions, shows and displays which may be calculated directly or indirectly to benefit Members of the Association or to further any of the objects of the Association, and the financing of any such exhibition, show or display.
- (xii) The entry into of agreements with other chambers of commerce and other bodies for the advancement of trade, commerce, shipping, transport and manufacture and the protection of traders and manufacturers
- (xiii) The establishment and support, and the aid in the establishment and support, of any other associations whose objects may seem directly or indirectly conducive to any of the objects of the Association.
- (xiv) Without prejudice to any express power of investment, the purchase of, subscription for or other acquisition of any shares, stocks or securities of any other company whose objects may seem directly or indirectly conducive to any of the objects of the Association and the dealing in such shares.
- (xv) The purchase or other acquisition of all or any part of the business, property and liabilities of any person, firm, company, institution, society or association carrying on any activity or business which may seem directly or indirectly conducive to any of the objects of the Association and the conduct and carrying on, or liquidation and winding up of any such activity or business.
- (xvi) The entry into partnership or into any arrangements for joint working in business with any person, firm, company, institution, society or association carrying on or proposing to carry on any activity or business which may seem directly or indirectly conducive to any of the objects of the Association

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- (xvii) The amalgamation with any person, firm, company, institution, society or association carrying on any activity or business which may seem directly or indirectly conducive to any of the objects of the Association.
 - (xviii) The purchase, taking on lease, exchange, hire or other acquisition and the holding for any estate or interest of any real or personal property and of any rights or privileges which the Association may consider necessary or convenient for the purpose of its activities.
 - (xix) The sale, exchange, lease, disposal of, turning to account or other dealing with the whole or any part of the property rights or undertaking of the Association for such consideration as is expedient in the opinion of the Association.
 - (xxi) The investment of the monies of the Association not immediately required for its purposes in or upon such investments and securities (including land of any tenure in any part of the world) in such manner as may be permitted by law and which the Association may consider expedient and the disposal or variation of any such investments or securities.
 - (xx) The borrowing or raising or securing the payment of money upon such terms as may be convenient with or without the giving of security for the purposes of or in connection with the Chamber's business, and for the purposes of or in connection with the borrowing or raising of money by the Chamber to become a member of any building society
 - (xxi) The lending of money or granting of credit to such persons, firms or companies and on such terms as the Association may consider expedient.
 - (xxii) The standing as surety for, or the guaranteeing, supporting or securing (by indemnity, undertaking or otherwise) the performance of all or any of the obligations of, any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Association, both present and future, or by both such methods.
 - (xxiii) Without prejudice to any express power of guarantee, the issuing of documents and the giving of guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by Her Majesty's Government.
 - (xxiv) The conclusion of any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and the obtaining from any such government or authority any rights, concessions and privileges which may seem directly or indirectly conducive to any of the objects of the Association.
 - (xxv) The remuneration in such manner as the Association may consider expedient of any person, firm or company rendering services to the
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Association.

- (xxvi) The granting of pensions, allowances, gratuities and bonuses to the officers, employees or ex-employees of the Association or of any company which is or was a subsidiary of the Association or the families or dependants of such persons and the making of payments towards insurance and the establishment and support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes which the Association may consider to be calculated to benefit such persons.
- (xxvii) The promotion, sponsoring, establishing, maintaining and acting as trustee of any schemes or funds for providing pensions or other benefits on retirement, death or disability for and in respect of any persons engaged in or connected directly or indirectly with United Kingdom trade, commerce, shipping, transport and manufacture and for and in respect of the employees of any such persons and the partners, directors and employees of any firms or companies so engaged or connected and the causing to be incorporated and purchasing or subscribing for and holding of shares, debentures, debenture stock or securities of or making loans to any company formed for the purpose of acting as manager, trustee or nominee in relation to any such scheme or schemes.
- (xxviii) The subscription or guarantee of money for charitable or benevolent objects or for any useful object of a public or general nature provided such objects seem directly or indirectly conducive to any of the objects of the Association
- (xxix) The undertaking and execution of any trusts, either gratuitously or otherwise, which may seem directly or indirectly conducive to any of the objects of the Association
- (xxx) To apply for, invite collect and accept any gift of property, whether subject to any special trust or not, for a purpose which seems directly or indirectly conducive to any of the objects of the Association.
- (xxxi) The taking of such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (xxxii) The doing of all such other things as may be conducive to the extension of trade, commerce, shipping or manufactures, or incidental to the attainment of the above objects

- 4 The Income and property of the Association whencesoever derived shall be applied solely towards the promotion of the object of the Association, as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, howsoever, to the Members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers, or servants of or person employed by the Association, or to any Member of the Association, or other person, in return for any services actually rendered to the Association
- 5 The fourth paragraph of this Memorandum is a condition on which licence is granted by the Board of Trade to the Association in pursuance of section 23 of The Companies Acts 1867.
- 6 If any Member of the Association pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.
- 7 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound-up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding five pounds, or in case of his liability becoming unlimited, in the terms of the last preceding paragraph of this Memorandum, such other amount as may be required in pursuance of that paragraph.
8. If upon the winding-up or dissolution of the Association 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 of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions

JOHN MAY, 154 Norwich Road, Ipswich. Merchant, Mayor of Ipswich

ED. PACKARD Jr, Grove House, Bramford. Chemical Manufacturer

FREDERICK HYLAND FOSDICK, Park Corner, Henley Road, Ipswich Merchant

GEORGE CALVER MASON, Lonsdale House, Belstead Road, Ipswich. Merchant

HENRY RIDLEY, 26 St Nicholas Street, Ipswich. Timber Merchant

EDWD NICKLIN, Cornhill, Ipswich. Bank Manager

Wm ALEXANDER, 13 Henley Road, Ipswich Banker

ROBERT JAMES RANSOME, Stoke Hall, Belstead Road, Ipswich. Engineer

ETHERIDGE CURTIS, 32 Silent Street, Ipswich Merchant

CHARLES HENRY COWELL, Colne House, Henley Road, Ipswich. Merchant

HENRY CLARKE Jnr, Glaslyn, Crescent Road, Ipswich Shoe Manufacturer

ALEXANDER FRANCIS NICHOLSON, Russell House, Russell Road, Ipswich. Draper

ROBERT CHARLES RANSOME, Orwell Lodge, Ipswich. Engineer

DAVID HENRY BOOTH, Pembridge House, Anglesea Road, Ipswich. Merchant

EDWARD RUSH TURNER, Clare Lodge, Henley Road, Ipswich. Engineer

Dated this Twelfth day of August 1884

Witness to the above Signatures,

HENRY C CASLEY, Solicitor, Ipswich

THE COMPANIES ACTS 1862 - 1880

AND

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

WITHOUT A SHARE CAPITAL

AMENDED ARTICLES OF ASSOCIATION
of

SUFFOLK CHAMBER OF COMMERCE INDUSTRY
AND SHIPPING INCORPORATED

(Adopted by a Special Resolution on 22 June 1992)
(Amended pursuant to a Special Resolution dated 24 June 1996 and 25th June 2007)

INTERPRETATION

1 1 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

"The Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Chamber.

"Articles" means the constitution for the time being in force of the Chamber and "Article" means a clause thereof

"Bye-law" means any bye-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.

"BCC" means the British Chambers of Commerce

"The Chief Executive" means any person for the time being appointed to perform the duties of Chief Executive of the Chamber or any other person appointed to perform the duties of Chief Executive of the Chamber including a joint, assistant or deputy Chief Executive.

*"Chamber" means Suffolk Chamber of Commerce, Industry and Shipping Incorporated

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

"Committee" means any committee, sub-committee, panel, working party or other similar body of the Board as the case may be.

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

"Constituent Chamber or Organisation" has the meaning (if any) attributed to it in the Bye-laws

"The Constitution" means the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force.

"Executive Director" means an executive of the Chamber holding office as a Director and where the context so requires or admits includes the Chief Executive.

"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to Article 4.

"Immediate Past-President" means a Past President holding office pursuant to the Articles.

"The locality" means the area so described in Clause 3 of the Memorandum of Association.

"Honorary Officers" means the President, Vice-President, Treasurer and Immediate Past-President.

"Member" means the subscribers or a person admitted to membership of the Chamber pursuant to the Articles

"Office" means the registered office of the Chamber

"President" means the President of the Chamber

"The Seal" means the Common Seal of the Chamber.

"Subscriber" means an individual who has subscribed to the Memorandum of Association and to these Articles.

"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

"Treasurer" means the person elected as such under Article 8 1

"the United Kingdom" means Great Britain and Northern Ireland

"Vice-President" means any person elected as such by the Members under Article 8 1

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

* Consequential change following Special Resolution adopted at the Annual General Meeting on 26 June 1995

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

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 at which these Articles become binding on the Chamber.

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 person 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 one's debts as they fall due.

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.

- 1.2 The Chamber is established for the purpose expressed in the Memorandum of Association. All questions of party politics general or local are rigidly excluded.

MEMBERSHIP

- 2.1 For the purpose of registration the number of Members of the Chamber was declared not to exceed three hundred but is now unlimited.
- 2.2 All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe.
- 2.3 No person shall be admitted as a Member of the Chamber unless that person is approved by the Executive Board. The Executive Board may refuse an application for membership without giving reasons for such refusal.

Membership shall be open to -

- 2.3.1 individuals who are in business on their own account,
- 2.3.2 companies, corporations, firms and other organisations engaged or interested in commerce, industry, science, education, trade and transport,
- 2.3.3 members of professions who have an interest in commerce, industry, science, education, trade and transport;
- 2.3.4 any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership
- 2.4 The Executive Board 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 joining fee or any amount on the winding-up of the Chamber, and neither shall they be entitled to vote.

2.5 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 Executive 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 joining fee (if any) from time to time determined by the Executive Board (which may include different sums for different classes of persons).

2.6 The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.

*** 2.7 Each Member (other than Honorary Members) shall pay an annual subscription of such sum as the Members in General Meeting shall from time to time decide. Members shall pay the full annual subscription and administration fee on joining and thereafter pay the current annual subscription on each anniversary of the date of their election as a Member.

2.8 The interests and rights of all Members are personal only and shall not be transferable or transmissible on death or liquidation and on such event or in such circumstances there shall be no refund in respect of the subscription paid during the year of death or liquidation.

2.9 The Secretary shall keep a Register of Members which shall show the date of admission and shall be open to the inspection of Members. All Members shall be entitled to attend the meetings of the Chamber.

*** Printed as amended by a Special Resolution adopted at the Annual General Meeting of Members on 25 June 2007

RETIREMENT AND TERMINATION OF MEMBERSHIP

- 3.1 A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member and shall cease to be entitled to the benefits of membership.

A Member whose subscription is in arrears cannot vote on a poll, and when his subscription is three months overdue, he shall cease to be entitled to the benefits of membership and his name shall be reported to the Executive Board who may then authorise his exclusion from membership of the Chamber.

- 3.2 A General Meeting of the Chamber may determine the membership of any Member provided that:-

3.2.1 not less than twenty-one days notice of the proposed resolution and a reasonable opportunity of attending the Meeting and being heard in his defence has been given to the Member whose membership is in question, and

3.2.2 not less than three-quarters in number of the Members of the Chamber present and entitled to vote, vote in favour of the resolution.

- 3.3 A Member shall cease to be a Member of the Chamber:-

3.3.1 if he dies or becomes bankrupt or makes any arrangement or composition with his creditors generally or an order is made or a resolution passed for his winding up, or

3.3.2 if he is, or may be, suffering from mental disorder and either

(a) he is admitted to hospital in pursuance to an application for admission for treatment under the Mental Health Act 1983 (or any statutory modifications or re-enactments of the same), or

(b) 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

3.3.3 if he is convicted on indictment and imprisoned for any criminal offence; or

3.3.4 if 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

3.3.5 by notice of the Secretary pursuant to Article 3.1; or

3.3.6 by expulsion pursuant to Article 3.2.

3.3.7 the Board may by Majority Resolution expel any Member at any time provided that -

3.3.7.1 not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and

3.3.7.2 the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.

Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.

GENERAL MEETINGS

4.1 Once in every year on a date to be fixed annually by the Executive Board, and no more than fifteen months since the previous such Meeting, the Chamber shall hold an Annual General Meeting for the purposes of-

4.1.1 receiving the reports of the Executive Board and Auditors

4.1.2 receiving the Accounts and Balance Sheet

4.1.3 electing the Honorary Officers of the Chamber

4.1.4 electing other Executive Board members

4.1.5 appointing an auditor or auditors

4.1.6 approving annual subscriptions

4.1.7 considering and if thought necessary, taking action with reference to any business or motion of which due notice shall have been given.

4.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.3 The Executive 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 Executive Board or the request of twenty Members of the Chamber stating the objects for which such Meeting is to be convened, and unless the Meeting shall otherwise determine the expenses of so convening the same shall be defrayed by the Chamber.

4.4 Any elected Member of the Executive Board who has since the last Annual General Meeting attained his 70th birthday shall cease to be a Member of the Executive Board provided that each shall be eligible for re-election

NOTICE OF GENERAL MEETINGS

5.1 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:-

- 5.1.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- 5.1.2 in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95% 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 Executive Board and the auditors.

- 5.2 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

- 6.1 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 and personally present at a General Meeting.
- 6.2 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 Executive Board may determine, and if at such adjourned Meeting the above-mentioned quorum is not present those Members who are present shall be a quorum and may transact the business for which the Meeting was called.
- 6.3 The President or in his absence a Vice-President or in his absence the Past President shall preside as chairman of the Meeting, but if neither the President nor a Vice-President or Past President is present within fifteen minutes after the time appointed for holding the Meeting, the Executive Board Members present shall elect one of their number to be chairman and, if there is only one Executive 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
- 6.4 The President may, with the consent of the 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.
- 6.5 A resolution put to the vote of the 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.

Subject to the provisions of the Act a poll may be demanded -

6.5.1 by the President, or

6.5.2 by at least five Members present having the right to vote at the Meeting

6.5.3 a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member.

6.6 Unless a poll is duly demanded, a declaration by the President 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 proportions of the votes recorded in favour of or against the resolution.

6.7 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 President 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.

6.8 A poll shall be taken at such time and in such manner as the chairman of the Meeting directs and the result thereof shall be deemed to be the resolution of the Chamber in General Meeting Provided Always that no poll shall be demanded on the election of a chairman of the Meeting or on a question of an adjournment

6.9 A poll may be taken by means of postal ballot as the chairman of the Meeting 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 of the Meeting, 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.

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

6.11 On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative. On a show of hands every Member who (being an individual) is present in person or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.

6.12. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid

6.13. 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.

- 6.14 An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Executive Board may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the chairman whose decision shall be final and binding.
- 6.15 Notwithstanding anything contained in these Articles any person entitled to be present may at any Annual or Extraordinary General Meeting of the Chamber propose any motion not required to be dealt with by Special or Extraordinary Resolution without previous notice provided that the majority of those present and entitled to vote at such Meeting consent thereto and in the opinion of the chairman of the Meeting the motion is germane to the objects of the Meeting and is not repugnant to the Memorandum and Articles of Association of the Chamber.

VOTES OF MEMBERS

- 7.1 Save as otherwise provided, on a show of hands or on a poll every Member present in person shall have one vote. A corporation, unincorporated association or partnership may vote by its duly authorised representative. All votes must be given personally and proxies shall not be allowed.
- 7.2 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 President whose decision shall be final and conclusive.
- 7.3 A vote given by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Chamber at the registered office before the commencement of the Meeting or adjourned Meeting at which the vote is given.

HONORARY OFFICERS AND THEIR ELECTION

- 8.1 The President, Vice President and Treasurer shall be elected at the Annual General Meeting of the Chamber from amongst the Members of the Chamber for a maximum period of two years.

An individual who has held office as Immediate Past-President shall not be eligible for election as an Elected Officer until at least one year has expired from the date when he ceased to hold office as Immediate Past-President.

The individual elected President shall hold office as President for two years until the conclusion of the business dealing with the appointment of his successor at the Annual General Meeting and shall then automatically assume the office of Immediate Past-President and shall hold that office until the conclusion of business at the next Annual General Meeting'

- 8.2 No person shall be elected an Honorary Officer of the Chamber unless he is a Member

of the Chamber and is either a retiring Honorary Officer or a candidate for election whose name has been proposed and seconded in writing to the Secretary.

- 8.3 The names of all persons nominated as Honorary Officers shall be set out on the Notice of the Annual General Meeting.
- 8.4 The number of Vice-Presidents shall be such number as the Chamber in General Meeting may determine and until so determined shall be unlimited. Each Vice President nomination shall only be valid if the individual has served a minimum of one year as an Director on the Executive Board of the Chamber
- 8.5 Any casual vacancy amongst the Honorary Officers may be filled by the Executive Board and notwithstanding clause 8.1 an immediate Past President may remain as a member of the Executive Board if in the opinion of the Executive Board it will contribute to the development of the Chamber.
- 8.6 Each candidate (including candidates who are retiring elected Members) shall be proposed and seconded in writing addressed to the Secretary, and received by him two days before the Annual Meeting at which the election is to take place.
- 8.7 Each Executive Board Member shall be in paid employment
- 8.8 If an Executive Board Member fails to attend three consecutive Board Meetings the Executive Board shall have the right to remove that Board Member

THE EXECUTIVE BOARD

- 9.1 The Members of the Executive Board shall be the directors of the Chamber. The Honorary Officers shall be directors of the Chamber until they cease to hold office
- 9.2 The Executive Board shall consist of:-
 - 9.2.1 the President
 - 9.2.2 the Vice-President
 - 9.2.3 the Immediate Past-President for one year only
 - 9.2.4 the Chief Executive
 - 9.2.5 the Treasurer
 - 9.2.6 up to five individuals each a Member or a person connected with a Member, appointed by the Board to fill a casual vacancy
 - 9.2.7 up to three executives of the Chamber (not being Members or persons connected with Members) appointed by the Board Provided that the total number of Executive Directors shall always be at least two less than the total number of Non-Executive Directors
 - 9.2.8 the President or Chairman of such other Constituent Chambers or Organisations as determined and appointed by the Executive Board.
- 9.3. Subject to the provisions of the Acts, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the

Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may appoint its own meetings and regulate its own proceedings.

POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 10.1 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 Executive Board who may exercise all the powers of the Chamber. The Executive 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 Executive 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 the Executive Board at which a quorum is present may exercise all powers exercisable by the Executive Board.
- 10.2 The Executive 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.
- 10.3 The functions of the Executive Board shall be:-
 - 10.3.2 to appoint and remove the Chief Executive and Secretary
 - 10.3.3 to be the main body for originating policy and strategy proposals for debate, both internally and externally, and implementing such proposals
 - 10.3.4 to be aware of and to support the Chamber's representational objectives, to propose subjects for representations and to be the body to whom resolutions upon major representational initiatives emanating from the Chamber's committees, constituent chambers, organisations and affiliated associations are set for confirmation interpreting to the best of its ability the true interests of the Chamber and its membership.
 - 10.3.5 The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
 - 10.3.6 The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a committee or organisation with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of an appropriate body.

- 10.3.7 The Board of its own volition and without any application may form an organization to represent Members specific interests
- 10.3.8. The Board may recognise as a part of the Chamber an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.
- 10.3.9 To ensure an appropriate induction process for new Executive Board members.

DELEGATION OF THE EXECUTIVE BOARD 'S POWERS

- 11.1 The Executive Board may delegate any of their powers to any one or more standing policy or other committee consisting of such persons, whether or not Executive Board Members, as they think fit. They may also delegate to any of their number 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 Executive 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 Executive 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.

RETIREMENT, DISQUALIFICATION AND REMOVAL OF EXECUTIVE BOARD MEMBERS

- 12.1 The office of an Executive Board Member shall be vacated if:-
- 12.1.1 he ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director
- 12.1.2 he dies or becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 12.1.3 he is, or may be, suffering from mental disorder and either
- (a) he is admitted to hospital in pursuance to an application for admission for treatment under the Mental Health Act 1983 (or any statutory modifications or re-enactment of the same), or
 - (b) any 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
- 12.1.4 the Secretary receives written notice of his resignation, or
- 12.1.5 he shall for more than three consecutive Board Meetings have been absent without permission of the Executive Board from meetings of the Executive Board held during that period and the Executive Board Members resolve that his office be vacated, or
- 12.1.6 he ceases to hold the office (other than immediate past Président) to which he was appointed,

12.1.7 he shall be removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by Majority Resolution of the Executive Board passed at a meeting of the Executive Board convened by an Officer on at least twenty-one days' notice provided that-

12.1.7.1 an Honorary Officer may not be removed under this sub-paragraph,

12.1.7.2 the Director concerned shall be given at least fourteen days notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Executive Board written representations and to be heard and represented at the meeting of the Executive Board called to consider the resolution and at any adjournment thereof

12.1.7.3 a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board as the case may be but a person who has been removed shall not be re-appointed under this sub-paragraph.

12.2 The Executive Board may appoint a person who is willing and a Member to be an Executive Board Member either to fill a casual vacancy or an unfilled post. An Executive 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.

REMUNERATION OF EXECUTIVE BOARD MEMBERS

13.1 The Executive Board Members (other than the Chief Executive) shall not be entitled to any remuneration for their services as Executive Board Members, but the Executive Board may authorise the payment by the Chamber of any reasonable and proper out-of-pocket expenses incurred by any Executive Board Member in the performance of his duties or otherwise in connection with the affairs of the Chamber.

CHIEF EXECUTIVE

14.1 The Chief Executive shall be responsible for the operations of the Chamber and shall exercise such of the powers of the Executive Board as may from time to time be delegated to him

14.2 The Executive 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.

14.3 The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

14.4 The Chief Executive shall not also be Secretary.

- 14.5. In relation to his duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 14.6. In relation to his duties and obligations, the Chief Executive in conjunction with the President and other Officers shall be responsible for media relations in connection with representational matters

SECRETARY

- 15.1 Subject to the provisions of the Acts the Secretary may be appointed by the Executive Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
- 15.2 The Executive 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.
- 15.3 The Secretary shall have no duties in relation to the functions of the Chamber in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated and proper records are kept. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Acts are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some member of the Chamber executive) practical effect is given to decisions of the Board

EXECUTIVE BOARD MEMBERS' INTERESTS

- 16.1 An Executive Board Member shall disclose to the Executive Board the nature and extent of any material interest of his. An Executive 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
- 16.2 For the purposes of Article 18.1:-
- 16.2.1 a general notice given to the Executive Board that a Executive 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 Executive Board Member has an interest in any such transaction of the nature and extent so specified, and
- 16.2.2 an interest of which an Executive 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 EXECUTIVE BOARD

- 17.1 Subject to the provisions of these Articles and the Bye-laws, the Executive Board may regulate their proceedings as they think fit. The Executive Board shall meet ten times each year at least, except when otherwise determined by a resolution of the Executive Board. Special meetings of the Executive Board may be convened by the Secretary on request of the President, and shall be called if requisitioned by three Executive 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 of the Meeting shall have a second or casting vote.
- 17.2 The quorum for the transaction of the business of the Executive Board may be fixed by the Executive Board and unless so fixed at any other number shall be four.
- 17.3 The continuing Executive Board Members or a sole continuing Executive Board Member may act notwithstanding any vacancies in their number, but, if the number of Executive Board Members is less than the number fixed as a quorum the continuing Executive Board Members or Member may act only for the purposes of filling vacancies or of calling a General Meeting.
- 17.4 Unless he is unwilling to do so the President or (in his absence) a Vice-President elected by the Members of the Board or (in his absence) the Past President, or (in his absence) the Treasurer shall preside at every meeting of the Executive Board at which he is present provided that if he should have to leave an Executive Board Meeting prior to its end, he may invite a Vice-President or (in his absence) the Past President or the Treasurer or one of the other Executive Board Members to take over the chair for the remainder of such Meeting. But if the Executive Board Member holding the office of Vice-President, Past President or Treasurer is not present within five minutes after the time appointed for the Meeting or if the said Member holding such office is unwilling to preside, the Executive Board Members present may appoint one of their number to be Chairman of the Meeting.
- 17.5 All acts done at a Meeting or resolutions of the Executive Board, or of a committee, by a person acting as Executive Board or committee Member (as the case may be) shall, notwithstanding that it is 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 an Executive Board, or committee Member (as the case may be) and had been entitled to vote.
- 17.6 A resolution in writing signed by all the Executive Board, or committee Members entitled to receive notice of a Meeting of the Executive Board, or committee (as the case may be) shall be as valid and effectual as if it has been passed at a Meeting of the Executive Board, 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 Executive Board, or committee Members.

MINUTES

- 18.1 The Executive Board shall cause minutes to be made in books kept for the purpose of all proceedings at Meetings of the Chamber in General Meeting and of the Executive Board, Constituent Chambers or Organisations (if any), and of committees, including the names of the Executive Board, Constituent Chambers Organizations or committee

Members present at each such Meeting.

- 18.2 All minutes shall be open to inspection of Members of the Executive Board. Minutes of Meetings of constituent chambers, organizations, and committees shall also be open to inspection by Members of those constituent chambers, organizations or committees.

BYE-LAWS

- 19.1 Without prejudice to the generality of the foregoing the Executive Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Memorandum of Association and these Articles and which do not reduce the functions of the Executive Board.

- 19.2. Without prejudice to the generality of the foregoing Bye-Laws may be made, altered or revoked in connection with:-

19.2.1 Membership

19.2.2 Subscriptions

19.2.3. Committees

19.2.4 Proceedings of the Board,

19.2.5 Constituent Chambers or Organisations

19.2.6 Affiliated Associations

19.2.7 Procedure for selection and recruitment of new Directors

THE SEAL

- 20.1 The seal shall only be used by the authority of the Executive Board (or of a committee of the Executive Board authorised for this purpose). The Executive Board may determine who shall sign any instrument to which the seal is affixed.
- 20.2. The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 36 of the Act. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register.

ACCOUNTS AND AUDITORS

- 21.1 The Chamber in General Meeting may from time to time impose reasonable conditions or regulations as to the time and manner of inspecting the accounts and books of the Chamber and subject thereto such accounts and books shall be open to the inspection of the Members at all reasonable times during business hours.
- 21.2 Auditors shall be appointed and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Board.

NOTICES

- 22.1 Any notice to be given pursuant to these Articles shall be in writing except that a notice calling a meeting of the Executive Board, or a committee need not be in writing.
- 22.2 The Chamber may give notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address.
- 22.3 A Member present at any Meeting of the Chamber shall be deemed to have received notice of the Meeting and, where requisite, of the purposes for which it was called.
- 22.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given by the Chamber. A notice shall be deemed to be given by the Chamber at the expiration of 24 hours after the envelope containing it was posted in the case of a notice by post to an address in the United Kingdom or seven days in the case of a postal notice sent elsewhere.

INDEMNITIES

- 23.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every Executive 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 judgement 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.
- 23.2 The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provision of the Acts.

WINDING UP

- 24.1 The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.