

Manchester Chamber of Commerce and Industry
Company Number: 26926

The following resolution was passed as a special resolution at an Extraordinary General Meeting of the Company held at 9.30am on Friday 26th September 2003.

Special Resolution

The Company's Articles of Association shall cease to apply to it and the Company adopts in substitution for them the new Articles of Association produced to the meeting and initialled by the Chairman thereof, a copy of which draft is attached to this notice, such resolution to take effect on the merger of the chamber business of Wigan Borough Chamber of Commerce with Manchester Chamber of Commerce and Industry. (For these purposes the merger will take effect on the effective date of the merger pursuant to a Business Transfer Agreement to be entered into by Manchester Chamber of Commerce and Industry, Chamber Business Enterprises Limited and Wigan Borough Chamber of Commerce on or before 1st November 2003) If the merger has not taken place on or before that date then this resolution shall lapse and have no effect).

Dated 26th September 2003



Anil Ruia
President and Chairman of the meeting

Registered Office: 56 Oxford Street Manchester M60 7JH



ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed 26th September 2003)

Interpretation

Article 1

- 1.1 In these Articles:-
"the Act" means the Companies Act 1985
"the Board" means the Board of Directors of the Chamber
"the Chamber" means the Manchester Chamber of Commerce and Industry
"the Honorary Officers" means the President, any Vice-President, the Immediate Past President and the Honorary Treasurer for the time being of the Chamber
"Relevant Chairman" means the Chairman for the time being of any committee or section designated under Article 17.4.
"the Seal" means the Common Seal of the Chamber
"the Secretary" means any person appointed to perform the duties of the Secretary of the Chamber
- 1.2 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.
- 1.3 Words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter and vice versa unless the context otherwise requires.

Members and Subscriptions

Article 2

- 2.1 The number of Members is unlimited.
- 2.2 Business Membership shall be open to self-employed individuals who are in business on their own account, companies, firms, organisations and members of professions who have an interest in trade, industry and commerce.
- 2.3 Individual Membership shall be open to individuals who have been proprietors, directors, partners or officers (as the case may be) of Business Members of the Chamber and who are no longer actively engaged in business, trade or profession and to any other individuals whom the Board may at its absolute discretion admit to membership.

Article 3

- 3.1 All applications for membership shall be made in writing and shall be in such form as the Board may in its absolute discretion from time to time prescribe.
- 3.2 Every application for membership shall be accompanied by a remittance to cover the entrance fee (if any) and the annual subscription for the first year of membership. The Board may permit schemes whereby the annual subscription for the first or any subsequent year may be paid in instalments notwithstanding Article 4.2.
- 3.3 The Board shall consider each application for membership and may in its absolute discretion refuse any application without giving reasons.
- 3.4 A former Member may, at the discretion of the Board, be re-admitted to membership without entrance fee.

Article 4

- 4.1 Rates of entrance fee and annual subscriptions shall be determined by the Board from time to time.
- 4.2 Subscriptions shall be due in advance on each anniversary of the Member's admission to membership (or in the case of a Member who was a member prior to the adoption of the present system of renewal on the anniversary of admission on 1 January of each year) or such other date as may be agreed by that Member at the request of the Chamber.
- 4.3 Any Member who shall fail to pay the annual subscription, or any amount due in accordance with any scheme approved under Article 3.2, within twenty-eight days after it has become due shall be considered in arrear and if the amount due be not paid within fifty-six days after becoming in arrear shall cease to be a Member.

Article 5

- 5.1 A Member may at any time retire from membership of the Chamber by giving notice in writing not later than one month before the end of that Member's subscription year. If no such notice is received, the Member shall be liable for the subscription for the ensuing year.
- 5.2 Unless the Board shall by Resolution specially suspend the operation of this Article a Member shall ipso facto cease to be a Member of the Chamber:-
 - 5.2.1 if being a company any Order shall be made or effective Resolution passed for winding up, otherwise than for the purpose of reconstruction;
 - 5.2.2 if he is adjudicated bankrupt or suspends payment or compounds with his creditors;
 - 5.2.3 if he is convicted of an indictable offence;
 - 5.2.4 if he becomes of unsound mind.
- 5.3 The Board may determine the membership of any Member provided that:-
 - 5.3.1 at least fourteen days' notice of the proposed Resolution to terminate the membership has been given to the Member who shall be given a reasonable opportunity to attend the Meeting and be heard in answer to the Resolution;
 - 5.3.2 not fewer than three-quarters in number of the Directors present and entitled to vote, vote in favour of the Resolution.

General Meetings

Article 6

- 6.1 The Chamber shall within ten months of the end of its accounting year for the time being 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 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.
- 6.2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 6.3 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.
- 6.4 On a requisition in writing from not less than five Directors or forty Members, the President or another Honorary Officer or, in the case of their

- absence or refusal, the Secretary shall convene an Extraordinary General Meeting or in default such Meeting may be convened as provided by the Act.
- 6.5 An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by not less than twenty-one days' notice in writing and a Meeting other than an Annual General Meeting or a Meeting for the passing of a Special Resolution, shall be called by not less than fourteen 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. The notice shall specify in case of special business, the general nature of that business, and in the case of a Meeting called on requisition in accordance with Article 6.4 the text of any Resolution to be proposed.
- 6.6 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.
- 6.7 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 the consideration of the Accounts, Balance Sheet, and the Reports of the President, Directors and Auditors, the election of officers and the appointment of, and the fixing of remuneration of, the Auditors.
- 6.8 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, ten Members present in person shall constitute a quorum.
- 6.9 If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened under the Act or under Article 6.4 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 as the Board may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Members present shall constitute a quorum.
- 6.10 The President or, in his absence, any other Honorary Officer shall preside as Chairman at every General Meeting of the Chamber, or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the Meeting. If no Honorary Officer or Director is present within thirty minutes after the time appointed for holding the meeting the Members present shall elect one of their number to be Chairman of the Meeting. The President may invite another Honorary Officer to act as Chairman in his place if the meeting so consents.
- 6.11 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 at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.
- 6.12 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 by the Chairman or by at least five Members present personally, or by their nominees or by any Member or Members present in person or by nominee and 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. The demand for a poll may be withdrawn.

- 6.13 Except as provided in Article 6.15, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
- 6.14 In the case of an equity of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 6.15 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.

Votes of Members

Article 7

- 7.1 Every Member of the Chamber shall have one vote.
- 7.2 No Member shall be entitled to vote at any General Meeting unless all moneys presently payable to the Chamber in respect of membership fees and subscriptions have been received by the Chamber.
- 7.3 Any Business Member of the Chamber may be represented at any General Meeting by such persons whom it appoints as its representatives provided that each Business Member shall have only one vote on each Resolution.

Officers

Article 8

- 8.1 A President, not more than two Vice-Presidents and an Honorary Treasurer shall be elected annually at the Annual General Meeting and shall hold office until the close of the next Annual General Meeting but shall be eligible for re-election.
- 8.2 A person shall not serve more than two consecutive terms as President nor shall a person serve more than three consecutive terms as a Vice-President or Honorary Treasurer.
- 8.3 Candidates for election as officers must be proposed by or on behalf of a Member in writing and seconded by or on behalf of a Member in writing, such nominations to be received at the registered office of the Chamber not less than 42 days before the Annual General Meeting.
- 8.4 Not less than 28 days before the Annual General Meeting the Board shall select from the nominations received pursuant to the preceding clause one or more candidates for each office and shall indicate whether it is intended to

- elect one Vice-President or two.
- 8.5 The names of the candidates nominated by the Board and of their proposers and seconders shall be available for inspection by Members at the Chamber during ordinary business hours for not less than 14 days before the Annual General Meeting and on demand.
- 8.6 In respect of each office the Members present at the Annual General Meeting shall decide whether to accept the candidate nominated by the Board and *where more than one candidate has been nominated by the Board which of those candidates shall be elected.*
- 8.7 If a majority of Members present and voting at the Annual General Meeting decide not to elect any candidate nominated by the Board in respect of any office:-
- 8.7.1 the office shall not be filled and the election shall be postponed to an Extraordinary General Meeting which shall be called by the Board within 14 days and shall take place within 42 days of the Annual General Meeting.
- 8.7.2 the previous holder of the office shall remain in office until a new candidate has been elected at an Extraordinary General Meeting; if the previous holder is unable or unwilling to remain in office the Board may nominate any other person to hold that office pending such election;
- 8.7.3 Articles 8.3 to 8.6 inclusive shall apply to the postponed election save that any reference to the Annual General Meeting shall be construed as a reference to the Extraordinary General Meeting and save that candidates proposed pursuant to Article 8.3 shall be eligible for consideration by the Board as candidates for election without the need for renewal of the proposals.
- 8.8 If a majority of Members present and voting at the Extraordinary General Meeting convened under Article 8.7 decide not to elect any candidate nominated by the Board in respect of any office a second Extraordinary General Meeting shall be convened and Article 8.7 shall apply thereto.
- 8.9 If a majority of Members present and voting at the Extraordinary General Meeting convened under Article 8.8 decide not to elect any candidate nominated by the Board in respect of any office the Council shall appoint any person whom it thinks fit to fill the said office.
- 8.10 In the event of any Honorary Officer ceasing to hold office during his period of tenure the Board may appoint any other person to hold that office until the next following Annual General Meeting.

Council

Article 9

- 9.1 There shall be a Council of the Chamber consisting of:-
- 9.1.1 The Honorary Officers for the time being.
- 9.1.2 The President or Chairman and the Vice-President or Vice-Chairman of each Local Chamber constituted pursuant to Article 17.2 and three members nominated by each Local Council constituted pursuant to Article 17.5;
- 9.1.3 The Chairman for the time being of any Committee or Section of the Chamber created under Article 17.1;
- 9.1.4 21 Members elected in the manner provided below;

- 9.1.5 Not more than 6 members co-opted by the Council;
- 9.1.6 The President for the time being of the Manchester Junior Chamber of Commerce.
- 9.2 The Board may invite up to 20 persons to join the Council as associate members of the Council. Such persons shall not be entitled to vote on any matter provided for in Article 13 nor to receive notice of any resolution in that connection and the Council may meet in their absence. Such persons may serve for such period as the Board shall agree in each instance may be removed at any time by the Board and on retirement shall be eligible to be reappointed in the same capacity unless otherwise ineligible pursuant to these Articles

Article 10

- 10.1 Any person who is an Individual Member or a proprietor or director officer or partner of a Business Member and who has not attained the age of 70 years shall be eligible for election co-option or appointment to the Council.
- 10.2 An elected or co-opted Member shall cease to be a member of the Council:-
 - 10.2.1 forthwith if being an Individual Member he ceases to be a Member of the Chamber; or
 - 10.2.2 forthwith if the Business Member whom he represents ceases to be a Member of the Chamber; or
 - 10.2.3 at the next Annual General Meeting after he attains the age of 70 years.
- 10.3 In the event of a casual vacancy occurring amongst the elected members of the Council between one Annual General Meeting and another the Council may appoint any person who is eligible pursuant to Article 10.1 to fill the vacancy. The person so appointed shall hold office only until the next Annual General Meeting after his appointment but shall be eligible for election if otherwise still eligible under Article 10.1
- 10.4 At each Annual General Meeting those elected members of the Council who have served for a term of 3 years since the meeting at which they were elected shall retire from office. The term "year" in this context shall mean the period between one Annual General Meeting and the next.
- 10.5 A retiring member of the Council shall be eligible for re-election if not rendered ineligible by virtue of Article 10.1
- 10.6 Any person co-opted to the Council pursuant to Article 9.1.5 shall cease to hold office at the conclusion of the first Council meeting after the Annual General Meeting next following his co-option but shall be eligible for further co-option.

Article 11

- 11.1 Two Members of the Chamber nominated by the President, or in his absence another Honorary Officer, shall be scrutineers, who shall declare the result of the election of members of the Council by notice in writing which shall be available for inspection by Members at the Registered Office of the Chamber for fourteen days thereafter, and such declaration shall be final.

Article 12

- 12.1 Candidates for election as members of the Council must be proposed and

seconded by or on behalf of Members of the Chamber in writing such nominations to be received at the registered office of the Chamber not less than 28 days before the Annual General Meeting. The names, addresses, dates of birth, occupations of, and where appropriate, the name of the Business Member represented by, the candidates, together with the names of their proposers and seconders shall be available for inspection by Members at the Chamber during ordinary business hours on demand.

- 12.2 Whenever the number of eligible candidates duly proposed and seconded equals the number of vacancies, the election shall be deemed to have taken place when the scrutineers have declared the result as provided by Article 11.
- 12.3 If there be fewer candidates nominated than there are vacancies, those nominated shall be declared to have been duly elected and the remaining vacancies may be filled by the Council at its first Meeting after the Annual General Meeting from among eligible Members of the Chamber, without previous nominations. Any person so appointed shall hold office only until the next Annual General Meeting after his appointment but shall be eligible for election if otherwise still eligible under Article 10.1
- 12.4 If there be more eligible candidates duly proposed and seconded than there are vacancies to be filled, then at least 14 days before the Annual General Meeting a voting paper in a form approved by the Board shall be sent to every Member in the manner laid down in Article 22 for the dispatch of notices, to enable the Member to record his vote thereon.
- 12.5 Each voting paper to be included in the count shall be duly signed by or on behalf of the Member and returned to the offices of the Chamber not later than 5pm on the third business day previous to the Meeting.
- 12.6 The election of members of the Council pursuant to this Article shall take effect from the close of the Annual General Meeting immediately following their election.

Article 13

- 13.1 The Council shall meet no less than two times in each calendar year.
- 13.2 For the purposes of Articles 13 and 14 an eligible member of the Council means either an elected member or a Relevant Chairman. A person who is both an elected member of the Council and a Relevant Chairman shall be treated as an elected member of the Council for the purposes of this Article 13.
- 13.3 At its first meeting after each Annual General Meeting the Council shall first (a) nominate sufficient of the Relevant Chairmen to fill any vacancies amongst the two positions referred to in Article 14.1.4; and then (b) nominate sufficient of its elected members to fill any vacancies amongst the nine positions referred to in Article 14.1.4
- 13.4 Persons other than Relevant Chairmen nominated pursuant to Article 13.3 shall retire at the first meeting of the Council after the third Annual General Meeting following their nomination but shall be eligible for re-nomination if otherwise eligible pursuant to these Articles.
- 13.5 A Director who holds office by virtue of being a Relevant Chairman shall cease to hold office as a Director upon ceasing to be a Relevant Chairman. Otherwise a person nominated pursuant to Article 13.3 shall not be required to retire as a Director solely by reason of his ceasing to be a member of the Council during his period of office.

- 13.6 In the event of any person nominated pursuant to Article 13.3 ceasing to be a member of the Board the Council may nominate another of its eligible members to fill the vacancy. If the person ceasing to be a member of the Board is a Relevant Chairman preference shall be given to the nomination of another Relevant Chairman in his place.
- 13.7 In the event that insufficient persons are nominated to fill all vacancies referred to in Article 13.3 the Council may at any subsequent meeting nominate any eligible member to fill any such vacancy. Any person so nominated shall cease to hold office at the conclusion of the first meeting of the Council after the Annual General Meeting next following.
- 13.8 Any person co-opted to the Board pursuant to Article 14.1.5 shall cease to hold office at the conclusion of the first Board meeting after the Annual General Meeting next following his co-option but shall be eligible for further co-option.
- 13.9 The Council may resolve to carry out the processes provided for in this Article 13 by post or electronic communication in which case such process shall be deemed to be the first meeting referred to in these Articles. In that event, such meeting shall not constitute a meeting for the purposes of Article 13.1.

Directors

Article 14

- 14.1 The Board of Directors of the Chamber shall consist of:-
- 14.1.1 the Honorary Officers for the time being;
 - 14.1.2 The President or Chairman of each Local Chamber constituted pursuant to Article 17.2;
 - 14.1.3 Each of the Chairmen of the committee of a section constituted pursuant to Article 17.3 provided in each case that he consents to be appointed a Director;
 - 14.1.4 Nine of the eligible members of the Council of whom not more than two may be Relevant Chairmen;
 - 14.1.5 not more than five persons co-opted by the Board;
 - 14.1.6 the chief executive officer to the Chamber ("the Chief Executive") for the time being;
 - 14.1.7 The outgoing Immediate Past President but only from the conclusion of the Annual General Meeting at which he ceases to be Immediate Past President until the conclusion of the first Council meeting thereafter.

Article 15

- 15.1 The Directors may be reimbursed all travelling, hotel and other expenses properly incurred by them in connection with the business of the Chamber.
- 15.2 The Directors may exercise all the powers of the Chamber to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Chamber, or any third party.
- 15.3 The business of the Chamber shall be managed by the Directors, who may exercise such powers of the Chamber as are not by the Act or these Articles, required to be exercised by the Chamber in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Chamber in General Meeting but no regulation made by the Chamber in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. Resolutions of the Council shall be advisory only and shall not in any way restrict the powers of the Board of Directors of the Chamber in carrying out its functions in the management of the Chamber.
- 15.4 The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person, or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Chamber for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit and may also authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 15.5 All cheques, promisory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Chamber, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.
- 15.6 In the event of a Director serving by virtue of Articles 14.1.1 to 14.1.3 inclusive ceasing to hold the office or position which qualifies him for service, he shall forthwith cease to be a Director.
- 15.7 The office of Director shall be vacated if the Director:-
- 15.7.1 without the consent of the Chamber in General Meeting holds any office of profit under the Chamber; or
 - 15.7.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 15.7.3 becomes prohibited from being a Director by reason of any order of the Court; or
 - 15.7.4 becomes of unsound mind; or
 - 15.7.5 resigns his office by notice in writing to the Chamber; or
 - 15.7.6 is directly or indirectly interested in any contract with the Chamber and fails to declare the nature of his interest in manner required by the Act.

Proceedings of Directors

Article 16

- 16.1 The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings, as they think fit.
- 16.2 Any Honorary Officer may summon a Meeting of the Directors at any time of which not less than seven days notice shall be given.
- 16.3 Any five Directors may, by notice in writing, require the Secretary to summon a Meeting of which not less than seven days notice shall be given.
- 16.4 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.
- 16.5 The President, or in his absence an Honorary Officer shall be Chairman of Meetings of Directors, but if at any Meeting the Chairman is not present within five 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. The President may invite another Honorary Officer to be the Chairman of the meeting if the Board so consents.
- 16.6 Questions arising at any Meeting shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote.
- 16.7 A Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.
- 16.8 The Directors shall cause Minutes to be made in books provided for the purpose of all names of the Directors present at each Meeting of the Directors and of any Committee of the Directors and of all Resolutions and proceedings at all meetings of the Chamber, and of the Directors, and of Committees of Directors.

- 16.9 The Board may delegate any of its powers to Committees consisting of such member or members of their body as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 16.10 A Committee may meet and adjourn as it thinks proper. The provisions of Article 16.5 to 16.8 inclusive shall apply to such Committees.
- 16.11 All acts done by any Meeting of Directors, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified to be a Director be as valid as if every such person had been duly appointed and was qualified to be a Director.

Committees and Sections

Article 17

- 17.1 The Board may appoint such Advisory Committees and Sections consisting wholly or partly of Members of the Chamber, as it thinks fit, for the purpose of deliberating upon and watching over particular interests of trade, industry or activity and/or considering and reporting to the Board on any subjects referred to them for consideration and may delegate any of its powers to any such Committee. Any Committee so appointed shall conform to any regulations that may be prescribed by the Board. The Chairman of every Committee appointed by the Board shall either be an Individual Member of the Chamber, or a proprietor, director, officer or partner of a Business Member of the Chamber.
- 17.2 The Board may from time to time constitute a section of Members of the Chamber, covering a particular geographical area as a Local Chamber to which the provisions of Articles 17.5 to 17.7 inclusive shall apply. All Members whose principal address for the time being registered with the Chamber is within the said geographical area shall be members of the Local Chamber.
- 17.3 The Board may from time to time constitute a section of Members of the Chamber covering a particular geographical area and may appoint a committee and chairman thereof. For the avoidance of doubt Articles 17.5 to 17.7 inclusive shall not apply to any such section.
- 17.4 The Board may from time to time designate those Committees or Sections (other than those constituted under Articles 17.2 and 17.3) whose Chairmen shall be eligible for nomination to the Board pursuant to Article 13.
- 17.5 The Members of a Local Chamber may elect a Local Council from their own membership and may elect (or provide that the Local Council may so elect) a President or Chairman and a Vice President or Vice Chairman of the Local Chamber.
- 17.6 Once constituted by the Board pursuant to Article 17.2 a Local Chamber may not be disbanded unless a resolution to that effect is passed by a majority of not less than one half of the members of that Local Chamber voting in person, or where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution has been duly given.
- 17.7 No resolution to amend the Articles shall take effect so as to remove, replace or amend Articles 9.1.2, 9.1.3, 14.1.2, 17.2, 17.5, 17.6 and this

Article 17.7 unless any such resolution is passed by a majority of not less than one half of the members of that Local Chamber voting in person, or where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution has been duly given.

Secretary

Article 18

- 18.1 The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 18.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

The Seal

Article 19

- 19.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and 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 Directors for the purpose.

Accounts

Article 20

- 20.1 The Directors shall cause proper books of account to be kept with respect to:-
- 20.1.1 all sums of money received and expended by the Chamber and matters in respect of which the receipt and expenditure takes place; and
 - 20.1.2 all sales and purchases of goods by the Chamber; and
 - 20.1.3 the assets and liabilities of the Chamber
- 20.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Chamber's affairs and to explain its transactions.
- 20.3 The books of account shall be kept at the Registered Office of the Chamber, or, subject to the Act, at such other places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 20.4 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Chamber, except as conferred by statute or authorised by the Directors or by the Chamber in General Meeting.
- 20.5 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Chamber in General Meeting such Profit and Loss Accounts, Balance Sheets, Group Accounts (if any) and Reports as are required by the Act.
- 20.6 A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Chamber in General Meeting, together with a copy of the Auditor's Report, shall not less than twenty-one-days before the date of the Meeting be sent to every Member of the Chamber. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Chamber is not aware.

Audit

Article 21

- 21.1 Auditors shall be appointed and their duties regulated in accordance with the Act.

Notices

Article 22

- 22.1 A Notice may be given by the Chamber to any Member either personally or by sending it by post to him or to his registered address. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice, and to have been effected in the case of a Notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 22.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- 22.2.1 every Member;
 - 22.2.2 every person being a legal personal representative or Trustee in bankruptcy of a Member where the Member, but for his death or bankruptcy, would be entitled to receive a Notice of the Meeting; and
 - 22.2.3 the auditors for the time being of the Chamber.
- 22.3 No other person shall be entitled to receive Notices of General Meetings.

Indemnity

Article 23

- 23.1 Every Director, Executive, Agent, Auditor and Officer for the time being of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, in which Judgment is given in his favour, or in which he is acquitted, or in connection with any of the circumstances referred to in the Act, where relief would be granted to him by the Court.

Winding-up

Article 24

- 24.1 The Chamber shall be wound up voluntarily whenever a Special Resolution is passed requiring the Chamber to be wound up. The provisions of the Memorandum of Association relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.