

Company Number: 00028997

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL
SPECIAL RESOLUTION
OF
LINCOLNSHIRE CHAMBER OF COMMERCE & INDUSTRY (THE "COMPANY")

Notice is hereby given that the following Special Resolution was passed at a general meeting of the Company held on the 29th day of October 2010

SPECIAL RESOLUTION

THAT the Company adopts a new memorandum of association and new articles of association in the form of the draft memorandum of association and articles of association annexed hereto marked "A"

U. Walbetter

Chair



THE COMPANIES ACT 2006

A Private Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

LINCOLNSHIRE

CHAMBER OF COMMERCE AND INDUSTRY

- 1 The name of the Chamber ("the Chamber") is Lincolnshire Chamber of Commerce and Industry
- 2 The registered office of the Chamber is to be situated in England and Wales
- 3 The objects for which the Chamber is established are -
 - 3 1 to promote and assist the businesses located from time to time within the Areas as defined from time to time in the Articles of Association and other businesses associated within that area and to protect the commercial and other interests of those businesses,
 - 3 2 to assist and promote trade both within the Area and elsewhere by such businesses,
 - 3 3 to provide for the formation and exchange of views on any question connected with the conduct of any trade or business with which any of the members of the Chamber is associated,
 - 3 4 to represent express and give effect to the majority opinions of the members of the Chamber on commercial or mercantile matters of all kinds,
 - 3 5 to promote or oppose bills in Parliament or other measures affecting Members of the Chamber and to lobby the European Commission and any other regulatory body as the members so decide,
 - 3 6 to collect and circulate commercial statistics and information of all kinds,
 - 3 7 to undertake and arrange for the settlement by arbitration of trade disputes,
 - 3 8 to enter into agreements with other Chambers of Commerce and other bodies for the advancement of trade and business and the protection of persons engaged in commerce and industry,

- 3 9 to subscribe to and promote the aims and objects of any society or association having objects similar to all or any of the objects of the Chamber and to encourage and support any society, association or movement for the improvement of commercial law,
- 3 10 to subscribe to local and national charities and to grant donations for public purposes,
- 4 In furtherance of the principle objects but not otherwise, the Chamber shall have the power
 - 4 1 to purchase take on or lease or in exchange hire or otherwise acquire any real and personal estate which may appear convenient,
 - 4 2 to construct maintain and alter any houses buildings or installations,
 - 4 3 to accept any gift of property whether subject any special trust or not for any purpose within the principle objects,
 - 4 4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber,
 - 4 5 to print and publish any newspapers periodicals books or leaflets,
 - 4 6 to sell lease mortgage or otherwise deal with all or any part of the property of the Chamber,
 - 4 7 to borrow and raise money and securities repayment in any manner,
 - 4 8 to invest the funds of the Chamber in or upon such investments securities or property as may be thought fit,
 - 4 9 to undertake and execute any trusts or agency business which may seem conducive to any of the principle objects,
 - 4 10 to subscribe to any local or other charities and to grant donations for any public purpose,
 - 4 11 to establish and support and to aid the establishment and support of any other association formed to promote all or any of the principle objects,
 - 4 12 to amalgamate with any companies, institutions societies or associations having objects wholly or in part similar to those of the Chamber,
 - 4 13 to purchase or otherwise acquire and undertake all or any part of the property, assets liabilities and engagements of any body with which the Chamber is authorised to amalgamate,
 - 4 14 to transfer all or any part of the property assets liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate,

- 4 15 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principle objects
- 5 The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects and no distribution shall be made to its members in cash or otherwise
- 6 The liability of the members is limited
- 7 Every member of the Chamber undertakes to contribute such amount as may be required (not exceeding £1) to the Chamber's assets if it should be wound up while (s)he is a member or within one year after (s)he ceases to be a member, for payment of the Chamber's debts and liabilities contracted before (s)he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 8 If on the winding up of the Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chamber but shall be given or transferred to some other body, (whether or not it is a member of the Chamber), having objects similar to those of the Chamber, or to another body the objects of which are charitable

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company, pursuant to this Memorandum of Association.

**NAMES, ADDRESSES AND SIGNATURES
OF SUBSCRIBERS**

THOMAS BELL, Normanby House, South Park, Lincoln

Manufacturing Engineer

BERNARD CANNON, 5 Lindum Road, Lincoln

Leather Dresser and Glue Manufacturer

WILLIAM JOHN WARRENER, Moorlands, Skellingthorpe, Lincoln

Merchant

RICHARD WHITTON, Hilton House, Asylum Road, Lincoln

Wine Merchant

WILLIAM COOKE, 20 Monks Road, Lincoln

Plough Manufacturer

HERBERT HENRY JEKYLL, 7 Carholme Road, Lincoln

Chemical Manufacturer

WILLIAM WRIGHT RICHARDSON, the Dower House, Canwick, Lincoln

Seed Crusher

Dated the Twenty-second of May, 1889

Witness to the above Signatures of THOMAS BELL, BERNARD CANNON, WILLIAM JOHN WARRENER, RICHARD WHITTON, WILLIAM COOKE, AND HERBERT HENRY JEKYLL

GILBERT JOHN DASHPER, Solicitor, Lincoln

Witness to the above Signature of WILLIAM WRIGHT RICHARDSON

WALTER ROBERTS, of the City of Lincoln, Solicitors Clerk

COMPANY NUMBER 28997

THE COMPANIES ACT 2006

A Private Company Limited by Guarantee and not having a Share Capital

¹ ARTICLES OF ASSOCIATION

of

LINCOLNSHIRE

CHAMBER OF COMMERCE AND INDUSTRY

INTERPRETATION

- 1 1 1 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles (such articles being hereinafter called "Model Articles") shall apply to the Company save in so far as they are excluded or varied by these Articles and the Model Articles (save as so excluded or varied) and these Articles shall be the regulations of the Company
- 1 2 Save as provided in Article 1 3 words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereto in force at the date at which these Articles became binding on the Chamber
- 1 3 In these Articles -
- | | |
|--------------------|--|
| "the Act" | means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being |
| "Affiliate Member" | means a member by any category who elects to receive reduced member services in return for reduced membership rates on terms made available from time to time by the Board |
| "Area" | means any one of the following Areas -

Boston, Gainsborough, Grantham, Lincoln, Sleaford, Spalding and in such other additional areas as the Board may |

¹ Adopted by Special Resolution on the 29th day of October 2010

	by Special Resolution decide from time to time
"Area Council"	means the council for an Area as referred to in Articles 36 to 44
"Area Councillor"	means a person elected or co-opted onto an Area Council in accordance with Article 37
"Area Members Annual General Meeting"	means a meeting of the Area Members held in accordance with Article 40
"Area Member"	means a Member whose principle place of business is in one of the Areas
"Articles"	means these Articles of Association
"the Board"	means the board of Directors of the Chamber from time to time
"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
"the Chairman"	means the Chairman of the Board
"the Chief Executive"	means any person for the time being appointed by the Board to perform the duties of Chief Executive of the Chamber
"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 and "Connected with an Area Member" shall mean an individual who is a partner, director or employee of or consultant to an Area Member
"the Constitution"	means the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force
"Director"	means an Executive Director or Non-Executive Director and "Directors" means all the Executive Directors and Non-Executive Directors

"Electronic Communication"	means the same as in the Electronic Communications Act 2000
"Executive Director"	means an executive of the Chamber appointed as an Executive Director pursuant to Article 53 2 and where the context so requires or admits includes the Chief Executive
"Full Member"	means a member by any category who is entitled to the receipt of full member services and "Connected with a Full Member" shall be construed accordingly
"General Meetings"	means general meetings of the Members
"Honorary Member"	means an individual who has been admitted to Honorary Membership pursuant to Article 8 3
"Member"	means either a full Member or Affiliate Member but not an Honorary Member for the time being of the Chamber
"Non-Executive Director"	means an individual being a Member or Connected with a Member appointed a Non-Executive Director pursuant to either Article 53 1 or 56
"Ordinary Resolution"	means a resolution which is passed by a simple majority of the Members of the Chamber, the Board, the Area Members or the Area Council (as the case may be) present and entitled to vote on the resolution at a duly convened meeting
"the Officers"	means the President and Vice Presidents of each Area Council (as the case may be)
"Qualifying Membership"	means the number of members held by each Area
"the Seal"	means the Common Seal of the Chamber
"the Secretary"	means any person appointed from time to time to perform the duties of the Secretary of the Chamber
"Section/Area"	means a Section referred to in Articles 73 to 75

"Special Resolution"	means a resolution which is passed by a majority of not less than three fourths of the Members of the Chamber, the Board, the Area Members or the Area Council (as the case may be) present and entitled to vote on the resolution at a duly convened meeting
"Year"	where the context so admits means a calendar year from 1st April to 31st March

- 1 4 Words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders and references to persons shall include corporations and unincorporated associations

MEMBERSHIP

- 2 The number of Members is unlimited
- 3 Membership shall be open to -
 - 3 1 individuals who are in business on their own account,
 - 3 2 companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade, services, transport and education,
 - 3 3 members of professions who have an interest in commerce, industry, trade, services, transport and education, and
 - 3 4 any other individuals, companies, corporations, firms or other organisations which the Board may in its absolute discretion admit to membership
- 4
 - 4 1 All applications for membership shall be made to the Board in writing (and shall contain an undertaking to be bound by the Constitution of the Chamber if elected) in such form as the Board may in its absolute discretion from time to time prescribe
 - 4 2 Each Member shall be allocated to an Area
- 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 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 sub-categories and fix different rates of subscription and member services for different categories and sub-categories
- 6 A Member may terminate membership by giving notice in writing at least three months before the day when his/her 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

- 7 The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation
- 8
 - 8 1 Members shall be entitled to vote at General Meetings in accordance with the subsequent provisions of these Articles
 - 8 2 The member rights and privileges of the Full Members and Affiliate Members shall be equal in all respects save that Affiliate Members and individuals Connected with Affiliate Members shall not be entitled to be appointed President or Vice President of the Area Councils, or Non Executive Directors
 - 8 3 The Board may admit to Honorary Membership of the Chamber for such period as it may determine -
 - 8 3 1 individuals whom the Board considers are distinguished in statesmanship diplomacy commerce industry trade services transport and education
 - 8 3 2 individuals whom the Council considers have rendered special service to the Chamber
 - 8 4 An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall (s)he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber
- 9
 - 9 1 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
 - 9 1 1 if the Member, being a company an order shall be made or resolution passed for its winding up otherwise than for the purpose of reconstruction, or
 - 9 1 2 if the Member, being an individual he/she is adjudicated bankrupt, or
 - 9 1 3 if the Member suspends payment or compounds with creditors, or
 - 9 1 4 if the Member, being an individual is or may be suffering from mental disorder and either -
 - 9 1 4 1 the Member is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or

- 9 1 4 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the Member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the Member's property or affairs, or
 - 9 1 5 if the Member fails to pay the prescribed subscription within three months of the due date, or
 - 9 1 6 on the expiry of three months prior written notice given by the Board to the Member, or
 - 9 1 7 if a Special Resolution of the Members relevant Area Council is passed terminating the Member's membership
- 9 2 The Board may from time to time on either the recommendation of a Members relevant Area Council or otherwise suspend a Member from the Chamber for a period of not more than two months after which either the suspension must be lifted or a Special Resolution of the relevant Area Council passed terminating that Member's membership in accordance with the provisions of Article 9 1 7
- 9 3 The Board may at any time by two-thirds majority expel any Member at any time provided that -
 - 9 3 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
 - 9 3 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 under this article 9 3 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

- 9 4 In the event of a Member's membership being terminated in accordance with Article 9 1 6 or Article 9 1 7 that Member whose membership has been terminated ("the Relevant Member") may make an appeal to the Members in General Meeting (such General Meeting to be requisitioned by the Relevant Member in accordance with Section 303 of the Act subject to Section 303(2)(b) of the Act not applying to any such requisition) At the General Meeting so called the Relevant Member shall have the right to make representations in accordance with the provisions of Article 10 1 2 and the Members may overturn the decision of the Board by Ordinary Resolution Pending any such meeting that Member shall be deemed to be suspended

- 10 10 1 The Chamber in General Meeting may by Special Resolution expel any Member at any time provided that -
- 10 1 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
- 10 1 2 the Member concerned has been given a reasonable opportunity to submit representations and to attend or be represented at the General Meeting of the Chamber called to consider the case and to be heard in defence
- 10 2 Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by Ordinary Resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine

GENERAL MEETINGS OF MEMBERS

- 11 The Chamber shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it. Provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings
- 12 [Article not used]
- 13 The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act
- 14 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, Directors and auditors
- 15 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting
- 16 All business shall be deemed special that is transacted at a meeting called or requisitioned pursuant to Article 13, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of Officers and Directors (as the case may be) and the appointment of and the fixing of the remuneration of the auditors

- 17 Fifteen Members entitled to vote upon the business being transacted (either in person or by a proxy or being a duly authorised representative of a corporation), shall be a quorum
- 18 No business shall be transacted at any General Meeting unless a quorum is present
- 19 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Members present in person or through a person Connected with a Member or by proxy or by duly authorised representative shall be a quorum
- 20 The Chairman of the Board or in his/her absence his/her deputy or in his/her absence some other member of the Board nominated by the Board shall preside as chairman of the General Meeting, but if neither the Chairman of the Board nor any such other person be present within fifteen minutes after the time appointed for holding the General Meeting and willing to act, the members of the Board present shall elect one of their number to be chairman and if there is only one member of the Board present and willing to act (s)he shall be chairman
- 21 If no member of the Board is willing to act as chairman, or if no member of the Board is present within fifteen minutes of the time appointed for holding the General Meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairman
- 22 The chairman of the Meeting may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at an adjourned General Meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a General 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 General Meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- 23 23 1 Subject to Article 23 2 a resolution put to the vote of a General Meeting shall be decided by 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
 - 23 1 1 by the chairman of the meeting, or
 - 23 1 2 by at least five of those Members having the right to vote at the General Meeting,

and 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

- 23 2 A resolution to either appoint or reappoint a Non-Executive Director shall be decided by way of a secret poll in accordance with Article 56 4
- 24 Unless a poll is duly demanded a declaration by the chairman of the meeting 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 General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 25 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting 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
- 26 A poll shall be taken as the chairman of the meeting directs and (s)he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote in addition to any other vote (s)he may have
- 28 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 either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded The demand for the poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made
- 29 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the General Meeting at which it is demanded In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken
- 30 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
- 31 No Member shall -

- 31 1 vote at any General Meeting, either in person or by proxy or duly authorised representative, or a person Connected with a Member, unless all monies presently payable by the Member to the Chamber in respect of subscriptions have been paid, or
- 31 2 have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of membership whether conferred by these articles or otherwise if it is more than three months in arrears with the payment of any of its affiliation
- 32 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting shall be valid Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive
- 33 On a poll, votes may be given either personally or by a person Connected with a Member or by proxy or duly authorised representative
- 34 An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the 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 of the Meeting whose decision shall be final and binding
- 35 A Director shall be entitled to attend and speak at any General Meeting notwithstanding that (s)he is not a Member of the Chamber or a person Connected with a Member or a proxy or a duly authorised representative of a Member

AREA COUNCILS

- 36 An Area Council for each Area shall be composed of -
- 36 1 the President of the Area Council,
- 36 2 not more than two Vice Presidents of the Area Council,
- 36 3 up to twenty two individuals (each being an Area Member or Connected with an Area Member) who are either appointed by the Area Members at each Area Members Annual General Meeting in accordance with Article 37 2 1 or by the Area Council to fill a casual vacancy
- 37 37 1 The Area Council shall be elected by the Area Members at the Area Members Annual General Meeting
- 37 2 No person other than Area Councillor retiring by rotation shall be appointed or re-appointed by an Area Council at any Area Members Annual General Meeting unless -

- 37 2 1 (s)he is nominated by the Area Council, such nomination being endorse by not less than two Area Councillors of the appropriate Area Council Any such nomination from the Area Council shall be in writing and shall be given to the Area Council not less than 14 nor more than 35 clear days before the date appointed for the Meeting, the nomination shall be accompanied by a Notice executed by that person of his/her willingness to be appointed or reappointed, such person being an Area Member or Connected with an Area Member, or
- 37 2 2 not less than 14 nor more than 35 clear days before the date appointed for the Meeting, Notice executed by not less than two Area members qualified to vote at the relevant Area Members Annual General Meeting has been given to the Area Council of the intention to propose that person for appointment or re-appointment, such Notice being accompanied by Notice executed by that person of his/her willingness to be appointed or re-appointed, such person being an Area Member or Connected with an Area Member
- 37 3 An Area Councillor who retires at an Area Members Annual General Meeting may, if willing to act, be re-appointed If (s)he is not re-appointed, (s)he shall retain office until that Meeting appoints someone in his/her place or if it does not do so, until the end of the meeting
- 38 38 1 38 1 1 At each Area Members Annual General Meeting a President, being either a Full Member or Connected with a Full Member nominated by the Area Council shall be appointed from amongst the Area Councillors (including the existing President subject to Articles 38 1 2 and 38 1 3) and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Area Council may decide Thereafter the individual so appointed shall hold office as President until the conclusion of business at the next following Area Members Annual General Meeting or otherwise ceasing to be President ("the Presidential Term")
- 38 1 2 No individual shall hold office as President for more than two consecutive Presidential Terms
- 38 1 3 An individual who has held office as President for the two preceding Presidential Terms shall not be eligible for re-election as President either until the next Area Members Annual General Meeting following the Area Members Annual General Meeting at which (s)he ceased to hold office of President or, in the case of an individual ceasing to hold office as President at some time other than at an Area Members Annual General Meeting, until at least twelve months have expired from the date when (s)he ceased to hold office as President

- 38 1 4 In the case of any vacancy occurring in the office of President then the vacancy shall be filled by the Area Council appointing a President from amongst the Area Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Area Council may decide The individual so nominated shall hold office until the conclusion of business at the next following Area Members Annual General Meeting which for the purposes of Articles 38 1 2 and 38 1 3 shall be deemed to be a Presidential Term of that individual
- 38 2 38 2 1 At each Area Members Annual General Meeting a maximum of two Vice Presidents (both being either Full Members or Connected with Full Members and there being a Senior and Junior Vice President) nominated by the Area Council shall be appointed from amongst the Area Councillors (including the existing Vice President subject to Articles 38 2 2 and 38 2 3) and if more than two individuals be nominated or there shall be a dispute as to whom shall be the Senior or Junior Vice President a vote shall be taken to determine the matter in such manner as the Area Council may decide Thereafter, the individuals so appointed shall each hold office as Vice President until the conclusion of business at the next following Area Members Annual General Meeting or otherwise ceasing to be Vice President ("the Vice Presidential Term")
- 38 2 2 No individual shall hold office as Vice President for more than four consecutive Vice Presidential Terms
- 38 2 3 An individual who has held office as Vice President for the four preceding Vice Presidential Terms shall not be eligible for re-election as Vice President either until the next Area Members Annual General Meeting following the Area Members Annual General Meeting at which (s)he ceased to hold office as Vice President, or in the case of an individual ceasing to hold office as Vice President at some time other than at an Area Members Annual General Meeting, until at least twelve months have expired from the date when (s)he ceased to hold office as Vice President
- 38 2 4 In the case of any vacancy occurring in the office of Vice President then the vacancy shall be filled by the Area Council appointing a Vice President from amongst the Area Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Area Council may decide The individual so nominated shall hold office until the conclusion of business at the next following Area Members Annual General Meeting which for the purposes of Articles 38 2 2 and 38 2 3 shall be deemed to be a Vice Presidential Term of that individual

38 3 The President and/or any one of the Vice Presidents of the Area Council may be removed by Special Resolution of the Area Council at any time

39 In so far as they are applicable the provisions of Articles 55, 57 to 60, 62, 63 1, 64 1, 65, 66, 71 and Articles 78 to 84 shall apply to the Area Council as it applies to the Board save that the following references shall be deemed to be references as follows -

<u>Actual Reference</u>	<u>Deemed Reference</u>
Board	Area Council
Director (whether Non-Executive Director or Executive Director)	Area Councillor
Members in General Meeting	Area Members in General Meeting
Chamber	Area Members
Members	Area Members
Chairman	President
Deputy Chairman	one of the Vice Presidents

40 An Area Members Annual General Meeting shall be held each year as reasonably practical following the Annual General Meeting of the Chamber for the purposes of dealing with the election, re-election or appointment and re-appointment of President, Vice President and Area Councillors of the Area Council

41 Ordinary Meetings of the Area Council shall be held at least quarterly and in addition, the Area Council shall meet for the despatch of business, adjourn and otherwise regulate their Meetings as they shall think fit

42 Except where otherwise specifically provided by these Articles, question arising at Area Council meetings shall be decided by a majority of votes In the case of equality of votes, the President shall have a second or casting vote

43 43 1 No person other than an Area Councillor shall be entitled to vote at any Meeting of the Area Council

43 2 The quorum for the transaction of the business of the Area Council shall be fixed by the Area Council and unless so fixed at any other number, shall be six provided that at least one Officer is present

43 3 The provisions of Articles 11 to 35 shall apply to General Meetings of Area Members as they apply to General Meetings of the Members

44 The functions of an Area Council shall be -

- 44 1 to promote the objects of the Chamber within its Area,
- 44 2 to liaise with local authorities having interest in its Area,
- 44 3 to make such appointments of representatives to local bodies and organisations having interest in the Area as may be delegated by the Chamber in General Meeting,
- 44 4 actively to seek the views and opinions of its Area Members and to represent those views and opinions to the Board where appropriate,
- 44 5 to carry out such specific functions within its Area related to the objects of the Chamber as the Board may from time to time delegate to it within the limitation (if any) of such delegation

Articles 45 to 51 inclusive are not used.

THE BOARD

- 52 No person shall be appointed a Director
 - 52 1 who has not signed the appropriate form of consent, and
 - 52 2 who is not either -
 - 52 2 1 a Full Member or a person Connected with a Full Member in the case of Non-Executive Directors, or
 - 52 2 2 an executive of the Chamber in the case of Executive Directors
 - 52 3 unless he is appointed -
 - 52 3 1 by the Board to fill a casual vacancy in accordance with Article 53 1,
 - 52 3 2 by an Area Council having the requisite Qualifying Membership in accordance with Article 54 2, or
 - 52 3 3 by a General Meeting in accordance with Article 56 1
- 53 53 1 The Board shall at all times have power to fill a casual vacancy amongst the Non-Executive Directors. A Non-Executive Director appointed to fill a casual vacancy shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Non-Executive Directors who are to retire by rotation at such General Meeting
- 53 2 The Board shall at all times have power to appoint Executive Directors on such terms and conditions as it may determine subject to their number, including the Chief Executive not exceeding two
- 54 54 1 The Board shall consist of

- 54 1 1 not more than two Executive Directors, and
- 54 1 2 Non-Executive Directors who have been appointed in accordance with Articles 53 1, 54 2 or 56 1
- 54 2 54 2 1 Each Area Council holding a Qualifying Membership in excess of 100 shall be entitled to appoint one or more Non-Executive Director(s) by reference to their Qualifying Membership as follows -

<u>Qualifying Membership</u>	<u>Number of Non-Executive Directors entitled to appoint</u>
100-150	1
151-250	2
251-350	3

and thereafter 1 Non Executive Director for each additional 100 Qualifying Members

- 54 2 2 The relevant Area Council shall by written notice be entitled to remove and replace any Non Executive Director appointed in accordance with Article 54 2 1
- 54 2 3 In the event that any Area's Qualifying Membership shall fall below any of the bands referred to in Article 54 2 1 then the relevant Area Council shall remove one or more of their Non Executive Directors as appropriate
- 54 2 4 In the event that the Chamber shall at any time take over the role and function of any other Chamber of Commerce or other body performing a similar or like function or part thereof such that a new Area is created or the Chamber extend its area of operations into additional Areas, then, for a period of two years following the completion of such merger or expansion, the Area Council representing those new Areas shall be entitled to appoint one Non-Executive Director notwithstanding that their Qualifying Membership may be less than 100

- 55 55 1 At the first Annual General Meeting of the Chamber all the Non-Executive Directors, shall retire from office, and at every subsequent Annual General Meeting one third of the Non-Executive Directors shall retire by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Non-Executive Director who is subject to retirement by rotation (s)he shall retire
- 55 2 Subject to the provisions of the Act, the Non-Executive Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who

became or were last reappointed Non-Executive Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

- 55 3 If the Chamber, at the meeting at which a Non-Executive Director retires by rotation does not fill the vacancy, the retiring Non-Executive Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Non-Executive Directors is put to the meeting and lost
- 55 4 A Non-Executive Director who retires at an Annual General Meeting may, if willing to act, be re-appointed if (s)he is not appointed (s)he shall retain office until that meeting appoints someone in his/her place or if it does not do so until the end of that meeting
- 56 56 1 No person other than a Non-Executive Director retiring by rotation shall be appointed or re-appointed a Non-Executive Director at any General Meeting unless not less than 14 nor more than 35 clear days before the date appointed for the Meeting, notice executed by not less than two Members qualified to vote at the Meeting has been given to the Chamber of the intention to propose that person for appointment or re-appointment stating the particulars which would, if (s)he were so appointed or re-appointed be required to be included in the Chamber Register of Directors together with notice executed by that person of his/her willingness to be appointed or reappointed, such person being a Member or Connected with a Member
- 56 2 Not less than 7 nor more than 28 clear days before the date appointed for holding a General Meeting, notice shall be given to all Members who are entitled to receive notice of the Meeting of any person (other than a Non-Executive Director retiring by rotation at the Meeting) in respect of whom notice has been duly given to the Chamber of the intention to propose him at the Meeting for appointment or re-appointment as a Non-Executive Director The notice shall give the particulars of that person which would, if (s)he were so appointed or re-appointed, be required to be included in the Chamber's Register of Directors
- 56 3 Subject to the aforesaid, a Non-Executive Director who retires at an Annual General Meeting may, if willing to act, be re-appointed If (s)he is not re-appointed, (s)he shall retain office until the Meeting appoints someone in his/her place, or if it does not do so, until the end of the Meeting
- 56 4 Any resolution put to the vote of a General Meeting to either appoint or re-appoint a Non-Executive Director, whether pursuant to this Article 56 or otherwise, shall be decided by way of a secret ballot, such ballot to be taken as the chairman of the meeting directs and (s)he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the ballot The result of the ballot shall be deemed to be the resolution of the General Meeting

- 57 Subject to the provisions of the Act, 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.
- 58 The Directors 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/her powers.
- 59 No Director, other than an Executive Director, shall be entitled to remuneration for his/her services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by either the Non-Executive Directors or a sub-committee of the Board with delegated authority to inter alia determine the remuneration of the Executive Directors and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

PROCEEDINGS OF THE BOARD

- 60 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the request of a Director shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from the United Kingdom.
- 61 The quorum for the transaction of the business of the Board shall be four Non Executive Directors.
- 62 The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Members, the Board may act for the purpose of increasing the number of Members to that number, or of summoning a General Meeting of the Chamber, but for no other purpose.
- 63 63 1 The Chairman shall be the Chairman of the Board, or, in his/her absence, the Deputy Chairman, but if at any meeting neither the Chairman or the Deputy Chairman is present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting,
- 63 2 The Board may appoint one of their number to be the Chairman and Deputy Chairman of the Board and may at any time remove him/her from that office.

- 64 64 1 Save as provided for in Articles 64 2 and 64 3 below, the Directors may delegate any of their powers to any committee consisting of at least one Director and such other persons, whether or not Directors, as the Board may think fit. They may also delegate to the Chief Executive, or any Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying,
- 64 2 Decisions relating in any way to assets transferred to the Chamber after the date of adoption of these Articles by any one or more of the Areas shall be delegated to a sub-committee consisting solely of Non-Executive Directors appointed by that Area's Area Council,
- 64 3 Decisions relating in any way to assets held by the Chamber (being the former Lincoln Incorporated Chamber of Commerce) prior to the adoption of these Articles of Association shall be delegated to a sub-committee consisting solely of Non-Executive Directors appointed by the Lincoln Area Council
- 65 All acts done by any meeting of the Board or of a committee, 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 member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director
- 66 A resolution in writing, signed by all the Directors entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more Directors

ALTERNATE DIRECTORS

- 67 No Director shall be entitled to appoint an alternate director

CHIEF EXECUTIVE

- 68 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 may revoke such appointment. The Chief Executive shall not also be Secretary
- 69 In relation to his/her duties and obligations to the Chamber, the Chief Executive shall 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

- 70 In relation to his duties and obligations to the Chamber, the Chief Executive in conjunction with the Officers shall be responsible for media relations in connection with representational matters

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 71 The office of a Director shall be vacated if -

- 71 1 (s)he ceases to be a Director by virtue of any provisions of the Act or (s)he becomes prohibited by law from being a director, or
- 71 2 if being an Executive Director (s)he shall cease to hold office as such or ceases to be an executive of the Chamber (when (s)he shall also vacate office as a Director), or
- 71 3 (s)he resigns his/her office by notice in writing to the Chamber, or
- 71 4 (s)he becomes bankrupt or makes any composition with his/her creditors generally, or
- 71 5 (s)he is or may be suffering from mental disorder and either
 - 71 5 1 (s)he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 71 5 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his/her property or affairs, or
- 71 6 (s)he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his/her office be vacated, or
- 71 7 (s)he shall for more than three consecutive meetings have been absent without permission of the Board from meetings of Directors and the Directors resolve that his/her office be vacant
- 71 8 (s)he shall be removed from office as a Director before the expiration of his/her period of office (notwithstanding any agreement between the Chamber and him/her) by Special Resolution of the Chamber passed at a General Meeting of the Chamber convened by an Officer on at least twenty one clear days notice provided that
 - 71 8 1 an Officer may not be removed under this sub-paragraph from his position as an Officer,
 - 71 8 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 Chamber written representations and to be heard and represented at the meeting of the Chamber called to consider the resolution and at any adjournment thereof

71 8 3 a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board or by the Chamber as the case may be but a person who has been removed shall not be reappointed under this sub-paragraph, or

71 9 (s)he shall in the reasonable opinion of the Board have committed any act of gross misconduct, or

71 10 (s)he is guilty of any conduct which in the reasonable opinion of the Board brings him or the Chamber into disrepute, or

71 11 (s)he is convicted of any criminal offence (other than a Road Traffic Act offence for which a penalty of imprisonment is not imposed, or an offence which in the reasonable opinion of the Board does not affect his/her office hereunder or bring the Chamber into disrepute), or

71 12 (s)he ceases, or being Connected with a Member that Member ceases, for whatsoever reason, to be a Member of the Chamber, or

71 13 (s)he ceases, for whatsoever reason, to be Connected with a Member, or

71 14 being a Non-Executive Director if his/her appointing Area Council ceases to hold a Qualifying Membership

SECRETARY

72 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall have no duties in relation to the functions of the Council 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 Act 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

SECTIONS

73 The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section/Area with a view to representing the special interests of Members in a particular locality on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section/Area

- 74 The Board of its own volition and without any application may form a Section/Area
- 75 The Board may recognise as a Section/Area an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members

BYE-LAWS

- 76 The Board shall have power to make, alter or revoke Bye-laws provided that they are consistent with the Memorandum of Association and these Articles
- 77 Without prejudice to the generality of the foregoing Bye-laws may be made, altered or revoked in connection with
- 77 1 Membership
- 77 2 Subscriptions
- 77 3 Committees
- 77 4 Proceedings of the Board, and
- 77 5 Sections/Areas

DECLARATIONS OF INTEREST

- 78 The Board may, in accordance with the requirements set out in these Articles authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under Section 175 of the Act to avoid conflicts of interest ("Conflict")
- 79 Any authorisation under these Articles will be effective only if -
- 79 1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine -
- 79 2 Any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting at present the Director in question, and
- 79 3 The matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 80 Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently),
- 80 1 extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised,

80 2 be subject to such term and for such direction or impose such limits or conditions as the Directors may determine, and

80 3 be terminated or varied by other Directors at any time,

PROVIDED that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation

81 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement with the Conflict otherwise than as a Director of the Chamber and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to -

81 1 disclose such information to the Director or to any Director or other officer or employee of the Chamber, or

81 2 use or apply any such information in performing his duties as a Director,

where to do so would amount to a breach of that confidence

82 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director -

82 1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict,

82 2 is not given any documents or other information relating to the Conflict,

82 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict

83 If the Directors authorise a Conflict

83 1 the Director will be obliged to conduct himself in accordance with the terms imposed by the Directors in relation to the Conflict,

83 2 the Director will not infringe any duty he owes to the Chamber by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms , limits and conditions (if any) as the Directors impose in respect of its authorisation

84 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director) to account to the Chamber for any remuneration, profit or other benefit which he (or the Member through which he is qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

MINUTES

- 85 The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, Board, Sections/Areas (if any) and Committees, including the names of the Board, Section/Area or Committee Members present at each such meeting
- 86 All minutes shall be open to inspection by any Director. Minutes of meetings of any Section and any Committee shall also be open to inspection by Members

THE SEAL

- 87 The Board shall provide for the safe custody of the Seal of the Chamber. If a document (other than an expert 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 expert 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 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

- 88 The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chamber

AUDITORS

- 89 Auditors shall be appointed and their duties regulated in accordance with the Act. The Auditors shall have the right at their discretion to attend any meeting of the Board

NOTICES

- 90 Any notice to be given pursuant to the Articles shall be in writing
- 91 The Chamber may give any notice to a Member, an Honorary Member, an Affiliate Member, or the auditors either -
- 91 1 by delivering it by hand to the last known address,
- 91 2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address,
- 91 3 by fax to a fax number notified to the Chamber,

- 91 4 by electronic communication to an address notified to the Chamber,
- 91 5 by a website the address of which shall be notified to the Member, Honorary Member, Affiliate Member or auditors in writing
- 92 If a notice is sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted
- 93 If a notice is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member, Honorary Member, Affiliate Member or auditors
- 94 If a notice is sent by fax, it is treated as being delivered at the time it was sent
- 95 If a notice is sent by Electronic Communication, it is treated as being delivered at the time it was sent
- 96 If a notice is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 97 A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called

INDEMNITIES

- 98 Subject to the provisions of the Act, but without prejudice to any indemnity to which (s)he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust of which (s)he may be guilty in relation to the Chamber
- 99 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 Act

WINDING UP

- 100 The Chamber shall be wound up voluntarily whenever a Special Resolution is passed that the Chamber be wound up. Clause 8 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles

NAMES, ADDRESSES AND SIGNATURES
OF SUBSCRIBERS

THOMAS BELL, Normanby House, South Park, Lincoln

Manufacturing Engineer

BERNARD CANNON, 5 Lindum Road, Lincoln

Leather Dresser and Glue Manufacturer

WILLIAM JOHN WARRENER, Moorlands, Skellingthorpe, Lincoln

Merchant

RICHARD WHITTON, Hilton House, Asylum Road, Lincoln

Wine Merchant

WILLIAM COOKE, 20 Monks Road, Lincoln

Plough Manufacturer

HERBERT HENRY JEKYLL, 7 Carholme Road, Lincoln

Chemical Manufacturer

WILLIAM WRIGHT RICHARDSON, the Dower House, Canwick, Lincoln

Seed Crusher

Dated the Twenty-second of May, 1889

Witness to the above Signatures of THOMAS BELL, BERNARD CANNON, WILLIAM JOHN WARRENER, RICHARD WHITTON, WILLIAM COOKE, AND HERBERT HENRY JEKYLL

GILBERT JOHN DASHPER, Solicitor, Lincoln

Witness to the above Signature of WILLIAM WRIGHT RICHARDSON

WALTER ROBERTS, of the City of Lincoln, Solicitors Clerk