

Company number 00054940

**RESOLUTIONS**  
**OF**  
**BRADFORD CHAMBER OF COMMERCE & INDUSTRY**  
**(the "Company")**

Passed on 10 February 2014

At a general meeting of the Company duly convened and held at Devere House, Vicar Lane, Little Germany, Bradford, West Yorkshire BD1 5AH on 10 February 2014 at 12 30pm, resolution 1 below was passed as an ordinary resolution and resolutions 2 and 3 below were passed as special resolutions

**ORDINARY RESOLUTION**

- 1 THAT the merger of the Company with Leeds, York and North Yorkshire Chamber of Commerce and Industry (company number 00014183) (**LYNY Chamber**), to take the form of an acquisition by the Company of the business and assets of the LYNY Chamber (**Merger**), be approved

**SPECIAL RESOLUTIONS**

- 2 THAT, subject to and to take effect at completion of the Merger, the existing memorandum of association of the Company be deleted and the draft regulations available for download at [www.bradfordchamber.co.uk](http://www.bradfordchamber.co.uk) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association, including the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles of association under Section 28 of the Companies Act 2006
- 3 THAT, subject to the consent of the British Chambers of Commerce (which has already been given) and completion of the Merger, the name of the Company be changed to "West and North Yorkshire Chamber of Commerce and Industry", to take effect at completion of the Merger or as soon as possible thereafter

Signed

Paul Mackie  
Chairman of the meeting



THURSDAY



Company number: 00054940

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

of

**THE WEST AND NORTH YORKSHIRE  
CHAMBER OF COMMERCE & INDUSTRY**

Adopted by special resolution passed at an extraordinary general  
meeting of the Company on 10 February 2014

**1 INTERPRETATION**

**1 1** In these Articles

**Act:** means the Companies Act 2006

**Annual General Meeting** means a meeting held pursuant to Article 3 1

**BCC** means British Chambers of Commerce (registered in England and Wales with the number 9635)

**Board** means the Board of Directors of the Chamber

**Bradford Council** means the Council of the Chamber (howsoever designated from time to time, including for the avoidance of doubt "local board") for the City of and Greater Area of Bradford referred to in Article 8 1

**Bradford Director** means a Non-Executive Director nominated to the Board by the Bradford Council in accordance with these Articles

**By-law** means any By-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them

**Chairman** means the chairman of the Board

**Chamber** means The West and North Yorkshire Chamber of Commerce & Industry

**Chief Executive** means any person for the time being appointed to perform the duties of Chief Executive of the Chamber

**Committee** means any committee established under Article 4 8 or the Stakeholder Body (as defined in Article 7)

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

**Council** means any of the Bradford Council, the Leeds Council, or the York Council and the term **Councils** shall be construed accordingly

**Council President** means the president of a Council

**Councillor** means a member of any Council

**Council Annual Meeting** means a meeting of any Council pursuant to Article 8 14

**Constitution** means the Memorandum and Articles of Association of the Chamber and any By-laws from time to time in force

**Director** means a member of the Board

**Effective Date** has the meaning given in the definition of Merger in this Article 1 1

**Elected Councillor** means a member of any Council elected by the Members who are located or have a material interest or connection (whether financial or otherwise) in the locality of the relevant Council or appointed to fill a casual vacancy

**Election Meeting** means a meeting of the Relevant Members in accordance with the relevant provisions of Article 8

**Electronic Communication** means the same as in the Electronic Communications Act 2000

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

**Honorary Member** means an individual who has been admitted to Honorary Membership pursuant to Article 2 8

**LYNY Chamber** means Leeds, York and North Yorkshire Chamber of Commerce & Industry (Company Number 00014183)

**LYNY Member** means a person, firm, company or individual who is a member of the LYNY Chamber immediately prior to the Effective Date

**Leeds Council** means the Council of the Chamber (howsoever designated from time to time including for the avoidance of doubt "local board") for the City of and Greater Area of Leeds referred to in Article 8 1

**Leeds Director** means a Non-Executive Director nominated to the Board by the Leeds Council in accordance with these Articles

**Qualified Majority Resolution** means a resolution of the Board passed by a majority of at least two-thirds of the members of the Board present and entitled to vote on the resolution

**Member** means a member for the time being of the Chamber other than an Honorary Member

**Merger** means the merger of the LYNY Chamber and the Chamber by way of a transfer of the business and assets of the LYNY Chamber to the Chamber on or about the date of the adoption of these articles (the date of completion of such transfer being the **Effective Date**)

**Officers** means any of the Chairman, Vice-Chairman, Council Presidents and the Council Vice-Presidents

**Non-Executive Director** means a non-executive Director of the Board from time to time and where the context so requires or admits includes an Officer

**Relevant Members** has the meaning given to it in Article 8 3 5

**Relevant Regions** means the City of Bradford and surrounding district, the metropolitan District of Leeds, the City of York and surrounding district and the County of North Yorkshire

**Secretary** means any person appointed from time to time to perform the duties of the Secretary of the Chamber

**Section** means a Section referred to in Article 12

**Stakeholder Body** means the regional stakeholder body established under Article 7

**Vice-Chairman** means the vice-chairman of the Board

**Vice-Council President** means the vice-president of a Council

**Year** where the context so admits means a period of 12 months from 1st April to 31st March

**York Council** means the Council of the Chamber (howsoever designated from time to time including for the avoidance of doubt "local board") for the City of and Greater Area of York referred to in Article 8 1

**York Director** means a Non-Executive Director nominated to the Board by the York Council in accordance with these Articles

- 1 2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form and shall include forms of Electronic Communication
- 1 3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber
- 1 4 References to a gender shall be deemed to include references to other genders

## **2 AIMS AND PURPOSES**

- 2 1 The objects (the "principal objects") for which the Chamber is established are the promotion of commerce industry trade services transport and education in the Relevant Regions and elsewhere within the United Kingdom and anything incidental to or conducive to any of those objects and in furtherance of the principal objects the Chamber shall have the following express powers
  - 2 1 1 to promote commerce industry trade services transport and education and in that connection to foster advance and protect commercial industrial trade and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the locality referred to above and elsewhere in the United Kingdom,
  - 2 1 2 to seek admission to and to become a member of the BCC,
  - 2 1 3 to seek accreditation from the BCC,
  - 2 1 4 to provide and develop business services to members and others and in particular (but without prejudice to the generality of the foregoing)
    - 2 1 4 1 to collect analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to members,
    - 2 1 4 2 to act as training agents and to provide educational and industrial courses including higher educational advisory services such as training needs analysis, and management export and training consultancy,
    - 2 1 4 3 to promote organise and participate in international trade,
    - 2 1 4 4 to encourage establish and support employment initiatives and initiatives for the start-up of businesses and enterprises,
    - 2 1 4 5 to undertake such activities as may from time to time be required by the BCC for accreditation purposes
  - 2 1 5 to represent in the United Kingdom and in the rest of the European Union and elsewhere, and to promote and protect the collective interests views and opinions of the members, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce industry trade services transport and education,
  - 2 1 6 to promote high standards of business and the recognition and use of national and international standards,
  - 2 1 7 to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links

- with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest,
- 2 1 8 to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise,
  - 2 1 9 to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object
- 2 2 In furtherance of the principal objects but not otherwise the Chamber shall also have power
- 2 2 1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient,
  - 2 2 2 construct, maintain and alter any houses, buildings or installations,
  - 2 2 3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects,
  - 2 2 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,
  - 2 2 5 to print and publish and sell any newspapers, periodicals, books, leaflets or computer programmes electronic data and other works and publications and to produce and market films and other audio or visual aids,
  - 2 2 6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber,
  - 2 2 7 to borrow and raise money and secure its repayment in any manner,
  - 2 2 8 either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any individual, firm or company or other person,
  - 2 2 9 to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit,
  - 2 2 10 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects,
  - 2 2 11 to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects,
  - 2 2 12 to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber,
  - 2 2 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,
  - 2 2 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,
  - 2 2 15 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects
- 2 3 The income and property of the Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no portion thereof shall be paid or transferred and no distribution shall be made directly or indirectly by way of dividend, bonuses or otherwise, to its Members in cash or otherwise Provided that nothing herein shall prevent any payment in good faith by the Chamber

- 2 3 1 of reasonable and proper remuneration to any Member, officer or servant of the Chamber for any services rendered to the Chamber,
- 2 3 2 of interest on money lent by any Member at a rate per annum as is determined by the Board from time to time, and
- 2 3 3 of reasonable and proper rent for premises demised or let by any Member
- 2 4 The liability of the Members is limited
- 2 5 Every Member undertakes to contribute to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber, contracted before he ceased to be a member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1
- 2 6 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, but shall be given or transferred to some other body (whether or not it is a Member) having objects similar to those of the Chamber and which shall prohibit the distribution of its or their income and property among its Members, or to another body the objects of which are charitable
- 2 7 Membership shall be open to
  - 2 7 1 individuals who are in business on their own account,
  - 2 7 2 companies corporations firms and other organisations engaged or interested in commerce industry trade services transport and education,
  - 2 7 3 members of professions who have an interest in commerce industry trade services transport and education,
  - 2 7 4 any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership
- 2 8 The Council may admit to Honorary Membership of the Chamber for such period as it may determine
  - 2 8 1 individuals whom a Council considers are distinguished in statesmanship diplomacy commerce industry trade services transport and education, and
  - 2 8 2 individuals whom a Council considers have rendered special service to the Chamber, or to the Chamber Network
- 2 9 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 he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber
- 2 10 All LYN Y Members shall automatically become Members without the necessity for any application under Article 2 11 or election under Article 2 12 All subscription fees paid by each LYN Y Member to the LYN Y Chamber prior to the Effective Date shall be deemed to be credited as having been paid to the Chamber and shall entitle each such LYN Y Member to membership of the Chamber for the remaining part of the period covered by each LYN Y Member's paid up subscription and for such period shall be entitled to exercise and receive in all respects and on the same basis all such rights and benefits as attach to or are conferred by the Chamber on a Member
- 2 11 All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe
- 2 12 The election of Members shall be by resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons The Board will operate fair and legal procedures for dealing with the approval of applications Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if

- any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different categories of Member. The Board may by By-law determine there shall be different categories of Members, fix the descriptions and rights of such Members and determine different (or no) entrance fees for different categories of Member, in particular having regard to the entrance fees paid by Members and members of the LYN Y Chamber immediately prior to the Effective Date by reference to the different classes of membership existing at that time. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription.
- 2 13 A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.
- 2 14 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.
- 2 14 1 if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction,
- 2 14 2 if adjudicated bankrupt,
- 2 14 3 if suspending payment or compounding with creditors,
- 2 14 4 if being an individual he is or may be suffering from mental disorder and either -
- 2 14 4 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or
- 2 14 4 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 2 14 5 if failing to pay the prescribed subscription within three months of the due date.
- 2 15 The Board may at any time by a Qualified Majority Resolution expel any Member at any time provided that:
- 2 15 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
- 2 15 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.
- 2 16 Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.
- 2 17 The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by By-law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories (having regard to, amongst other things, the location of each Member and the annual subscription fees paid by Members and members of the LYN Y Chamber immediately prior to the Effective Date by reference to the different classes of membership existing at that time).
- 2 18 The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

- 2 19 Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles

### 3 **GENERAL MEETINGS OF MEMBERS**

- 3 1 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
- 3 2 The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene general meeting for a date not later than eight weeks after receipt of the requisition or in default in accordance with the provisions of the Act
- 3 3 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, members of Council and auditors
- 3 4 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
- 3 5 All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of members of the Board and the Council and the appointment of and the fixing of the remuneration of the auditors
- 3 6 No business shall be transacted at any general meeting unless a quorum is present Ten persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum
- 3 7 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the 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
- 3 8 The Chairman or in his absence the Vice-Chairman or in his absence some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman, nor the Vice-Chairman nor any such other person be present within fifteen minutes after the time appointed for holding the 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 he shall be chairman
- 3 9 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 meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairman
- 3 10 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice



- 3 11 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 -
- 3 11 1 by the chairman, or
- 3 11 2 by at least five Members having the right to vote at the 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
- 3 12 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 3 13 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 3 14 A poll shall be taken as the chairman directs and 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 meeting at which the poll was demanded
- 3 15 In the case of an equality of votes, whether on a show of hands or on a poll the chairman shall not be entitled to a casting vote in addition to any other vote he may have
- 3 16 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 directs not being more than thirty days after the poll is demanded The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 3 17 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 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
- 3 18 (Subject to provisions of any By-laws), on a show of hands every Member who (being an individual) is present in person or by proxy 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
- 3 19 No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him (or the Member, as appropriate) to the Chamber in respect of subscriptions have been paid
- 3 20 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 3 21 On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative
- 3 22 An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Chamber may approve The Board may from time to time make By-laws prescribing forms for appointing a proxy or duly authorised representative and providing for execution and deposit at the registered office of the Chamber, such forms whether or not a person is connected with a Member for the

purposes of voting shall be determined by the chairman whose decision shall be final and binding

- 3 23 Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the chairman, the Secretary or any Director at the time appointed for taking the poll
- 3 24 No Member shall 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
- 3 25 Members of the Board and of the Council(s) shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons connected with a Member or proxies or duly authorised representative of a Member

#### **4 THE BOARD**

- 4 1 As at or on the Effective Date and thereafter, the Board shall consist of 14 persons, as follows
- 4 1 1 the Chairman,
- 4 1 2 the Vice-Chairman,
- 4 1 3 the Council President of the Bradford Council (who, as at the date of the adoption of these Articles shall be the president of the Chamber immediately prior to the Effective Date),
- 4 1 4 the Council President of the Leeds Council (who, as at the date of the adoption of these Articles shall be the president of the "Leeds Chamber", as it formed part of the LYN Y Chamber immediately prior to the Effective Date),
- 4 1 5 the Council President of the York Council (who, as at the date of the adoption of these Articles shall be the president of the "York Chamber", as it formed part of the LYN Y Chamber immediately prior to the Effective Date),
- 4.1 6 the Chief Executive,
- 4 1 7 3 Bradford Directors,
- 4 1 8 3 Leeds Directors, and
- 4 1 9 2 York Directors
- 4 2 After the Effective Date, no person shall be appointed a Director unless
- 4 2 1 he holds any of the offices set out in Article 4 1 above he has consented so to act and signed the appropriate consent form, and
- 4 2 2 he is a Member or a person connected with a Member
- 4 3 No person (other than as provided in Article 4 1) shall become a Non-Executive Director except an individual appointed by any of the Councils or an individual appointed by the Board to fill a casual vacancy The Board shall at all times have power to fill a casual vacancy amongst the Non-Executive Directors to serve until the Non-Executive Director whose place he would have filled would have retired The Board shall at all times have power to appoint Executive Directors
- 4 4 Subject to the provisions of the Act, the Constitution and to any directions given by special resolution passed by the Members, the day to day management of the business of the Chamber shall be managed by the Chief Executive (subject to Article 10) with strategic and advisory support from the Directors, each of whom may exercise all the powers of the Chamber No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by

any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may fix its own meetings and regulate its own proceedings

- 4 5 The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be six provided that such quorum includes (a) one of the Chairman or Vice-Chairman, (b) at least one Bradford Director, and (c) at least two Directors each of whom is either a Leeds Director or a York Director
- 4 6 Decisions shall be made by the Board by Qualified Majority Resolution
- 4 7 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 powers
- 4 8 The Directors may delegate any of their powers to any committee consisting of at least one Board member and such other persons, whether or not Board members, 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
- 4 9 In the management of the business of the Chamber the Directors shall ensure that the Council and Committees of the Council are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Council to carry out its functions and particularly its functions concerning representational matters
- 4 10 No Director shall be entitled to remuneration for his 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 the Board 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
- 4 11 All meetings of the Board shall be called on reasonable notice, such notice being given to all Directors in writing

## **5 APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 5 1 No person shall be appointed or reappointed a Director at any general meeting unless
  - 5 1 1 he is recommended by the Directors, or
  - 5 1 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Chambers register of directors together with notice executed by that person of his willingness to be appointed or reappointed, or
  - 5 1 3 he is nominated by a Council
- 5 2 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Chamber of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Chamber's register of Directors
- 5 3 The Chamber may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and (subject to Article 5 4) may also determine the rotation in which any additional Directors are to retire

5 4 Each Director (unless appointed under Article 5 3) shall be appointed by the Members at the Annual General Meeting and shall then hold office for a term of three years and will then be subject to re-election for up to two further terms for a maximum further term of three years each re-election After holding office as a Director for nine years in total, whether consecutive terms or not a Director shall retire and shall not then be eligible for re-election, unless the Board resolves, having regard to the specific circumstances in relation to a Director, to extend that Director's office beyond nine years

5 5 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors Such Director shall be subject to re-election at the next Annual General Meeting of the Chamber

## 6 **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

6 1 The office of a Director shall be vacated if

6 1 1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or

6 1 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

6 1 3 he is, or may be, suffering from mental disorder and either,

6 1 3 1 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

6 1 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

6 1 4 he resigns his office by notice to the Chamber, or

6 1 5 he shall for more than three consecutive meetings have been absent without permission of the Directors from meetings of Directors and the Directors resolve that his office be vacant

6 1 6 he shall be removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by resolution of the Board duly convened on at least twenty-one days' notice provided that

6 1 6 1 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 Board written representations and to be heard and represented at the meeting of the Council called to consider the resolution and at any adjournment thereof,

6 1 6 2 a vacancy created by the removal of a Director under this subparagraph may be filled as a casual vacancy by the Board but a person who has been removed shall not be reappointed under this subparagraph

## 7 **STAKEHOLDER BODY**

7 1 Notwithstanding the power of the Board to establish and delegate responsibilities to Committees under Article 4 7 from time to time, there shall be a separate stakeholder Committee to be known as the "**Stakeholder Body**"

- 7 2 The function of the Stakeholder Body shall be to consider and influence issues affecting the economic development of the Relevant Regions with influence from public and private sector bodies
- 7 3 The Stakeholder Body shall consist of the following members
- 7 3 1 the Chairman,
  - 7 3 2 the Vice-Chairman,
  - 7 3 3 the Council Presidents of each of the Bradford Council, Leeds Council and York Council,
  - 7 3 4 the Chief Executive, and
  - 7 3 5 such number of senior representatives across the geographic region represented by each of the Councils, from business, commerce and industry, local authorities, universities, colleges, local enterprise partnerships and others, as the Board shall reasonably determine from time to time
- 7 4 Unless the Board otherwise resolves from time to time, there shall be no maximum number of members of the Stakeholder Body
- 7 5 The Board shall convene meetings of the Stakeholder Body, to be held four times each year. The location for each such meeting shall be at such place as the Board shall determine from time to time
- 7 6 The Board (by Qualified Majority Resolution) may remove or appoint members from or to the Stakeholder Body
- 8 COUNCILS**
- 8 1 There shall be a Bradford Council, Leeds Council and York Council, together with any other Council as the Board may from time to time resolve, having regard to the objects of the Chamber and the interests of the Relevant Regions
- 8 2 The functions of each Council shall be to
- 8 2 1 nominate, appoint and remove its Non-Executive Directors to the Board,
  - 8 2 2 to admit individuals to Honorary Membership of the Chamber, and
  - 8 2 3 to be recognised as the business forum of the relevant locality within the Relevant Regions and as such at its meetings and through the work of the Chamber's committees and otherwise to collect represent and promote the interests views and opinions of the Members within that locality and of the business community generally interpreting to the best of its ability the true interests of the Chamber and its Members within that locality
- 8 3 Each Council shall be composed of
- 8 3 1 the Council President,
  - 8 3 2 the Vice-Council President,
  - 8 3 3 the immediate past-Council President of the relevant Council,
  - 8 3 4 the Chief Executive (in the case of all Councils),
  - 8 3 5 such number (not being fewer than 10) as the Members who are located or have a material interest or connection (whether financial or otherwise) in the locality of the relevant Council (**Relevant Members**) may resolve of Elected Councillors each of whom shall be an individual who is a Member or a person Connected with a Relevant Member. If any Council does not have sufficient number of Elected Councillors as at the date of adoption of these Articles to comply with this Article, such Council shall as soon as possible following the adoption of the Articles hold an Election Meeting to elect such number of Elected Councillors to comply with this Article,

- 8 3 6 such individuals (whether or not Members or persons connected with a Member and whether or not nominated by some other organisation) as may be co-opted at the discretion of the relevant Council, and
- 8 3 7 such individuals as may be co-opted by the relevant Council to fill a casual vacancy amongst the Elected Councillors to serve until the Elected Councillor whose place he has filled would have retired
- 8 4 The president of the Bradford Chamber of Commerce & Industry, the president of the Leeds Chamber (as part of the LYN Y Chamber) and the president of the York Chamber (as part of the LYN Y Chamber), in each case immediately prior to the Effective Date shall be the Council Presidents of each of the Bradford Council, the Leeds Council and the York Council respectively and each shall continue as Council President until the conclusion of the business dealing with the appointment of his successor by the Councillors at the first Council Annual Meeting after the adoption of these Articles and shall then automatically assume the office of immediate past-Council President and shall hold that office until the conclusion of business at the Council Annual Meeting following the next Council Annual Meeting
- 8 5 The vice-president of the Bradford Chamber of Commerce & Industry, the vice-president of the Leeds Chamber (as part of the LYN Y Chamber) and the vice-president of the York Chamber (as part of the LYN Y Chamber), in each case immediately prior to the Effective Date shall be the Vice-Council Presidents of each of the Bradford Council, the Leeds Council and the York Council respectively and each shall continue as Vice-Council President until the conclusion of the business dealing with the appointment of his successor by the Councillors at the first Council Annual Meeting after the adoption of these Articles when he shall succeed the Council President named in Article 8 4 and shall be formally appointed Council President until the conclusion of the business dealing with the appointment of his successor at the next Council Annual Meeting and on the conclusion of business at that Council Annual Meeting he shall then become immediate past-Council President and shall hold that role until the conclusion of business at the Council Annual Meeting following the Council Annual Meeting in the following year
- 8 6 At the first Council Annual Meeting following each Annual General Meeting a Vice-Council President shall be appointed from amongst the relevant Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Council may decide Thereafter the individual so appointed shall in due course succeed year by year to be the Council President
- 8 7 In case of any vacancy occurring in the office of Council President then the vacancy shall be filled by the Vice-Council President who shall cease to be Vice-Council President and shall hold office as Council President for the remainder of the period the person he has succeeded would have continued in office and for the ensuing year
- 8 8 In the case of any vacancy occurring in the office of Vice-Council President then the vacancy shall be filled by the relevant Council appointing a Vice-Council President from amongst the relevant Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Council may decide If the vacancy has occurred by reason of the Vice-Council President taking over the office of Council President the individual appointed Vice-Council President shall hold office as Vice-Council President for the remainder of the period the person he has succeeded would have continued in office and for such further period as his predecessor holds office as Council President If the vacancy has occurred for any other reason the individual appointed Vice-Council President shall hold office as such for the remainder of the period the person he has succeeded would have continued in office
- 8 9 The Council President and Vice-Council President shall serve such office for a period of one year, unless the relevant Council shall resolve otherwise, subject to a maximum term of two years at any one time
- 8 10 No Councillor (except those who are also Directors in accordance with these Articles) shall be or be deemed to be or act as a director or shadow director of the Chamber
- 8 11 The Elected Councillors of each of the Bradford Council, Leeds Council and York Council shall be elected by the Relevant Members at Election Meetings The relevant Council may put forward nominations and shall afford such Members a reasonable opportunity to put forward nominations No person shall be appointed an Elected Councillor unless

- 8 11 1 he is a Member or a person Connected with a Member who is located in or has a material interest or connection (whether financial or otherwise) in the locality of the relevant Council, and
- 8 11 2 either
  - 8 11 2 1 he is nominated by the relevant Council or the Board, or
  - 8 11 2 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the Election Meeting notice executed by a Relevant Member qualified to vote at the Election Meeting has been given to the relevant Council of the intention to propose that person for appointment stating the name and residential and business addresses of that person and particulars of any Relevant Member with whom that person is Connected, and the notice shall have annexed to it the written consent of that person to act as an Elected Councillor if appointed
- 8 12 At the first Election Meeting all the Elected Councillors shall retire from office, and at each subsequent Election Meeting one-third of the Elected Councillors (or, if this is not a whole number, the nearest whole number) shall retire from office as Elected Councillors, but each shall be eligible for re-election
- 8 13 Those to retire under the preceding Article shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Elected Councillors those to retire shall (unless they otherwise agree amongst themselves) be determined by lot
- 8 14 If the Relevant Members, at the Election Meeting at which an Elected Councillor retires by rotation does not fill the vacancy, the retiring Councillor shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a motion for the re-election of the Councillor is put to the meeting and lost. If an Elected Councillor is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting
- 8 15 No person other than an Elected Councillor retiring by rotation shall be appointed or re-appointed an Elected Councillor at any general meeting unless
  - 8 15 1 he is recommended by the relevant Council or Board, or
  - 8 15 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the Election Meeting, notice executed by a Relevant Member qualified to vote at the Election Meeting has been given to the relevant Council of the intention to propose that person for appointment or reappointment, stating the name and business addresses of that person and particulars of any Relevant Member with whom that person is connected together with notice executed by that person of his willingness to be appointed or reappointed
- 8 16 Not less than seven nor more than twenty-eight clear days before the date appointed for holding an Election Meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Elected Councillor retiring by rotation at the meeting) who is recommended by the relevant Council or Board for appointment or reappointment as an Elected Councillor at the meeting or in respect of whom notice has been duly given to the relevant Council of the intention to propose him at the meeting for appointment or reappointment as an Elected Councillor
- 8 17 An individual holding office as a Councillor shall cease to do so if
  - 8 17 1 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - 8 17 2 he is, or may be, suffering from mental disorder and either
    - 8 17 2 1 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

- 8 17 2 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 8 17 3 he resigns his office by notice to the relevant Council, or
- 8 17 4 he ceases to be a Relevant Member or be Connected to a Member (either by such connected Member ceasing to be a Member or him ceasing to be connected to such Member), or
- 8 17 5 he shall for more than three consecutive meetings have been absent without permission of the relevant Council from meetings of the Council and the relevant Council resolves that his office be vacated
- 8 18 Each Councillor shall hold office for a term of three years and will then be subject to re-election for up to 2 further terms for a maximum further term of three years each re-election After having been a Councillor for nine years in total, whether consecutive terms or not, a Councillor shall retire and shall not then be eligible for re-election, unless the relevant Council resolves, having regard to the specific circumstances in relation to a Councillor, to extend that Councillor's office beyond nine years
- 8 19 Each Council shall have a Council Annual Meeting every calendar year Each Council Annual Meeting shall be held as soon as practicable after each Annual General Meeting of the Members
- 8 20 In addition to the Council Annual Meeting, each Council shall hold an Election Meeting in every year at such time and place as may be determined by the relevant Council, 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 Election Meetings
- 8 21 The relevant Council shall call Election Meetings
- 8 22 Election Meetings shall be called by at least fourteen clear days' notice but an Election Meeting may be called by shorter notice if so agreed by a majority in number of the Relevant 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 Relevant Members The notice of an Election Meeting shall specify the time and place of the Election Meeting and the general nature of the business to be considered at such meeting, and shall be given to all Relevant Members of the relevant Council
- 8 23 In addition to the Council Annual Meetings and Election Meetings, each Council may convene meetings at such times and places as the Councillors shall from time to time agree for the purpose of general or specific business relating to the relevant locality within the Relevant Regions
- 9 **CHAIRMAN AND VICE-CHAIRMAN**
- 9 1 The Chairman of the LYN Y Chamber immediately prior to the Effective Date shall hold office as Chairman until the conclusion of the business dealing with the appointment of his successor at the first Board meeting following the first Annual General Meeting following the adoption of these Articles
- 9 2 The Vice-Chairman of the Bradford Chamber of Commerce & Industry immediately prior to the Effective Date shall hold the office of Vice-Chairman until the first Board meeting following the first Annual General Meeting following the adoption of these Articles when he shall succeed the Chairman named in Article 9 1 and shall be formally appointed Chairman and shall hold that office until the conclusion of the business dealing with the appointment of his successor at the Board Meeting following the next Annual General Meeting
- 9 3 At the first Board meeting following each Annual General Meeting a Vice-Chairman shall be appointed from amongst the Board members and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Board may decide Thereafter the individual so appointed shall in due course succeed year by year to the office of Chairman



- 9 4 In case of any vacancy occurring in the office of Chairman then the vacancy shall be filled by the Vice-Chairman who shall cease to be Vice-Chairman and shall hold office as Chairman for the remainder of the period the person he has succeeded would have continued in office and for the ensuing year
- 9 5 In the case of any vacancy occurring in the office of Vice-Chairman then the vacancy shall be filled by the Board appointing a Vice-Chairman from amongst the Board Members and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Board may decide. If the vacancy has occurred by reason of the Vice-Chairman taking over the office of Chairman the individual appointed Vice-Chairman shall hold office as Vice-Chairman for the remainder of the period the person he has succeeded would have continued in office and for such further period as his predecessor holds office as Chairman. If the vacancy has occurred for any other reason the individual appointed Vice-Chairman shall hold office as such for the remainder of the period the person he has succeeded would have continued in office
- 9 6 The provisions of this Article 9 shall operate such that the two offices of Chairman and Vice-Chairman shall at any one time be held by
- 9 6 1 on the one hand, an individual who is either a Member of or is Connected with a Member who is located in or has a material connection with the area of the Relevant Regions covered by the LYNX Chamber prior to the Effective Date, and
- 9 6 2 on the other, an individual who is either a Member of or is Connected with a Member who is located in or has a material connection with the area of the Relevant Regions covered by the Chamber prior to the Effective Date
- 9 7 If a Bradford Director, Leeds Director or York Director is appointed as Chairman or Vice-Chairman, that Director shall cease to be one of his Council's nominated Directors for the purpose of Article 4 1 and the relevant Council shall have the right to appoint an additional Director up to the maximum number specified in Articles 4 1 7 to 4 1 9 (as relevant)

## 10 CHIEF EXECUTIVE

- 10 1 The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment
- 10 2 The Chief Executive shall not also be Secretary
- 10 3 In relation to his duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
- 10 4 In relation to his duties and obligations as a Councillor, the Chief Executive in conjunction with the Chairman and other Officers shall be responsible for media relations in connection with representational matters

## 11 SECRETARY

- 11 1 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 Acts are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some Member executive) practical effect is given to decisions of the Board

## 12 SECTIONS

- 12 1 The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of

Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section

12 2 The Board of its own volition and without any application may form a Section and may describe the Section in any manner it sees fit

12 3 The Board may recognise as a Section any association whose objects are within or similar to the objects of the Chamber whether or not all its members are Members

### 13 **BY-LAWS**

13 1 The Board shall have power to make, alter or revoke By-laws which are not inconsistent with the Memorandum of Association and these Articles and which do not reduce the functions of the Council

13 2 Without prejudice to the generality of the foregoing, By-laws may be made, altered or revoked in connection with

13 2 1 membership (including different categories of membership and their respective rights and obligations),

13 2 2 subscriptions,

13 2 3 committees,

13 2 4 proceedings of each of the Councils,

13 2 5 proceedings of the Board, and,

13 2 6 sections

### 14 **DIRECTORS CONFLICTS OF INTEREST**

14 1 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**)

14 2 For the purposes of article 14 1

14 2 1 a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and

14 2 2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

14 3 Any authorisation under these Articles will be effective only if -

14 3 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 -

14 4 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

14 5 The matter was agreed to without his voting or would have been agreed to if his vote had not been counted

14 6 Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently),

14 6 1 extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised,

14 6 2 be subject to such term and for such direction or impose such limits or conditions as the Directors may determine, and

- 14 6 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
- 14 7 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 -
- 14 7 1 disclose such information to the Director or to any Director or other officer or employee of the Chamber, or
- 14 7 2 use or apply any such information in performing his duties as a Director,
- 14 7 3 where to do so would amount to a breach of that confidence
- 14 8 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director -
- 14 8 1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict,
- 14 8 2 is not given any documents or other information relating to the Conflict,
- 14 8 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
- 14 9 If the Directors authorise a Conflict
- 14 9 1 the Director will be obliged to conduct himself in accordance with the terms imposed by the Directors in relation to the Conflict,
- 14 9 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
- 14 10 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

## 15 MINUTES

- 15 1 The Board shall cause minutes to be made in paper form of all proceedings at General Meetings of the Chamber, and of any Council, Board, Sections (if any) and Committees, including the names of any Council, Board, Section or committee members present at each such meeting
- 15 2 All minutes shall be open to inspection by any Director Minutes of meetings of the Council, any Section and any Committee shall also be open to inspection by Members

## 16 ACCOUNTS

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

## 17 AUDITORS

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

## **18 NOTICES**

- 18 1 Any notice to be given pursuant to the Articles shall be in writing
- 18 2 The Chamber may give any notice to a Member, an Honorary Member, or any member of the Council, or the Auditors either -
- 18 2 1 by delivering it by hand to the last known address,
- 18 2 2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address,
- 18 2 3 by electronic communication to an address notified to the Chamber, or
- 18 2 4 by a website the address of which shall be notified to the Member, Honorary Member, Council member or Auditor in writing
- 18 3 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
- 18 4 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, Council member or auditors
- 18 5 If a notice is sent by Electronic Communication, it is treated as being delivered at the time it was sent. A Member's consent to receive notices by electronic communication must be sought in advance if notices are to be sent electronically by the Chamber
- 18 6 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
- 18 7 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

## **19 INDEMNITY**

- 19 1 Subject to section 232 of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Chamber (other than any person (whether an officer or not) engaged by the Chamber as auditor) shall be indemnified out of the Chamber's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs
- 19 2 The Chamber may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chamber or in relation to its affairs
- 19 3 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

## **20 WINDING-UP**

The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up