

Company number: 00054940

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

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

Adopted by special resolution passed at an extraordinary general meeting of the Company on 21 September 2023

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.

Appointed Leadership Member means a member of any Leadership Group appointed by the Members who are located or have a material interest or connection (whether financial or otherwise) in the locality of the relevant Leadership Group or appointed to fill a casual vacancy.

Appointment Meeting means a meeting of the Relevant Members in accordance with the relevant provisions of Article 7.

Ambassador means an individual who has been appointed by a Leadership Group or the Board in accordance with Article 4.13 or Article 7.22.

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 Director means a Non-Executive Director nominated to the Board by the Bradford Leadership Group in accordance with these Articles.

Bradford Leadership Group means the leadership group 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 7.1.

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.

Chair means the chair 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 4.9.

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

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.

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.

Leadership Group means any of the Bradford Leadership Group, the Leeds Leadership Group, or the York and North Yorkshire Leadership Group and the term **Leadership Group** or **Leadership Groups** shall be construed accordingly.

Leadership Group Annual Meeting means a meeting of any Leadership Group pursuant to Article 7.17.

Leadership Group President means the president of a Leadership Group.

Leadership Member means a member of any Leadership Group.

Leeds Director means a Non-Executive Director nominated to the Board by the Leeds Leadership Group in accordance with these Articles.

Leeds Leadership Group means the leadership group 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 7.1.

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.

Officers means any of the Chair, Vice-Chair, Leadership Group Presidents and the Leadership Group 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 7.3.5.

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 11.

Vice-Chair means the vice-chair of the Board.

Vice-Leadership Group President means the vice-president of a Leadership Group.

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

York and North Yorkshire Director means a Non-Executive Director nominated to the Board by the York and North Yorkshire Leadership Group in accordance with these Articles.

York and North Yorkshire Leadership Group means the leadership group 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 and North Yorkshire referred to in Article 7.1.

- 1.2 References to the **Bradford Chamber**, **Leeds Chamber** and **York and North Yorkshire Chamber** shall be deemed to refer to the relevant Leadership Group.

- 1.3 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.
- 1.4 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.
- 1.5 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 or she is a member or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Chamber, contracted before he or she 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 Leadership Group may admit to Honorary Membership of the Chamber for such period as it may determine:
- 2.8.1 individuals whom a Leadership Group considers are distinguished in statesmanship, diplomacy, commerce, industry, trade, services, transport and/or education; and
 - 2.8.2 individuals whom a Leadership Group 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 or she be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
- 2.10 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 appointed) as the Board may in its absolute discretion from time to time prescribe.
- 2.11 The appointment 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. The decision of the Board shall be notified to each applicant by the Chamber and, if appointed, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription.
- 2.12 A Member may terminate membership by giving notice in writing at least three months before the day when his or 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.

- 2.13 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:
- 2.13.1 if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
 - 2.13.2 if adjudicated bankrupt;
 - 2.13.3 if suspending payment or compounding with creditors;
 - 2.13.4 if being an individual he or she is or may be suffering from mental disorder and either:-
 - 2.13.4.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - 2.13.4.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
 - 2.13.5 if failing to pay the prescribed subscription within three months of the due date.
- 2.14 The Board may at any time by a Qualified Majority Resolution expel any Member at any time provided that:
- 2.14.1 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
 - 2.14.2 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.
- 2.15 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.
- 2.16 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).
- 2.17 The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
- 2.18 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 all of the Leadership Groups and the Chamber's 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 appointment of members of the Board and members of each Leadership Group 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 Chair or in his or her absence the Vice-Chair or in his or her absence some other member of the Board nominated by the Board shall preside as Chair of the meeting, but if neither the Chair, nor the Vice-Chair 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 Chair and if there is only one member of the Board present and willing to act he or she shall be Chair.
- 3.9 If no member of the Board is willing to act as Chair, 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 Chair.
- 3.10 The Chair 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 Chair; 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 Chair 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 Chair 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 Chair directs and he or she 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 Chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 3.16 A poll demanded on the appointment of a Chair 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 Chair 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 or herself 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 her (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 Chair 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 Chair 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 Chair, 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 each the Leadership Group² 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 The Board shall consist of a minimum of 6 persons and a maximum of 16 persons made up as follows:

- 4.1.1 the Chair;
- 4.1.2 the Vice-Chair;
- 4.1.3 the Leadership Group President of the Bradford Leadership Group;
- 4.1.4 the Leadership Group President of the Leeds Leadership Group;
- 4.1.5 the Leadership Group President of the York and North Yorkshire Leadership Group;
- 4.1.6 the Chief Executive;
- 4.1.7 two Bradford Directors;
- 4.1.8 two Leeds Directors;
- 4.1.9 two York and North Yorkshire Directors; and
- 4.1.10 up to an additional four directors, as selected by the Board having regard to such factors as the Board considers reasonable, including but not limited to the experience, expertise and knowledge of and regions represented by the other Directors.

- 4.2 No person shall be appointed a Director unless:

- 4.2.1 he or she holds any of the offices set out in Article 4.1 above he or she has consented so to act and signed the appropriate consent form;
- 4.2.2 he or she is a Member or a person connected with a Member; and
- 4.2.3 in relation to any person falling into any of the categories in Articles 4.1.3 to 4.1.5 (inclusive) or 4.1.7 to 4.1.10 (inclusive), their appointment has been approved by the Board.

- 4.3 Subject to Articles 4.1 and 4.2 and upon being appointed as such, each Leadership Group President shall be automatically recommended by their relevant Leadership Group to appointment to the Board.

- 4.4 No person (other than as provided in Article 4.1) shall become a Non-Executive Director except an individual appointed by any of the Leadership Groups 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 or she would have filled would have retired. The Board shall at all times have power to appoint Executive Directors.

- 4.5 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 9) 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.

² Gordons note: Board to confirm it is intended that members of each Leadership Group can attend *and* speak at a general meeting

- 4.6 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 Directors.
- 4.7 Decisions shall be made by the Board by Qualified Majority Resolution.
- 4.8 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 or her powers.
- 4.9 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 or her. 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.
- 4.10 In the management of the business of the Chamber the Directors shall ensure that the Leadership Groups and Committees of the Leadership Groups are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Leadership Groups to carry out their functions and particularly their functions concerning representational matters.
- 4.11 No Director shall be entitled to remuneration for his or 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 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.
- 4.12 All meetings of the Board shall be called on reasonable notice, such notice being given to all Directors in writing.
- 4.13 The Board may appoint one or more Ambassadors for the purpose of representing the Chamber for one or more specific purposes on such terms as the Board shall reasonably determine, provided that no such Ambassador shall be entitled to receive any fees or other remuneration from the Chamber (other than reasonably and properly incurred expenses approved by a Director in advance).

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 his or her appointment has been approved by the Directors and ratified at a Annual General meeting in accordance with Article 5.4; 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 or she 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 or her willingness to be appointed or reappointed.
- 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 or her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he or she 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-appointment for up to two further terms for a maximum further term of three years each re-appointment. 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-appointment, 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-appointment 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 or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director; or

6.1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

6.1.3 he or she is, or may be, suffering from mental disorder and either;

6.1.3.1 he or she 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 or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

6.1.4 he or she resigns his or her office by notice to the Chamber; or

6.1.5 he or she 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 or her office be vacant; or

6.1.6 he or she shall cease to hold the relevant office or position under which he or she has been appointed as a Director pursuant to any of Articles 4.1.3 to 4.1.5 (inclusive) or Articles 4.1.7 to 4.1.9 (inclusive); or

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

6.1.7.1 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 Board called to consider the resolution and at any adjournment thereof;

6.1.7.2 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. LEADERSHIP GROUPS

7.1 There shall be a Bradford Leadership Group, Leeds Leadership Group and York and North Yorkshire Leadership Group.

- 7.2 The functions of each Leadership Group shall be to:
- 7.2.1 make recommendations to the Board to nominate, appoint and remove Directors to the Board pursuant to Articles 4.1.7 to 4.1.9 (inclusive);
 - 7.2.2 to make recommendations to the Board to admit individuals to Honorary Membership of the Chamber; and
 - 7.2.3 to be recognised as the business forum of the relevant locality within one or more of 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.
- 7.3 Each Leadership Group shall be composed of:
- 7.3.1 the Leadership Group President;
 - 7.3.2 the Vice-Leadership Group President;
 - 7.3.3 the immediate past-Leadership Group President of the relevant Leadership Group;
 - 7.3.4 the Chief Executive (in the case of all Leadership Groups);
 - 7.3.5 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 Leadership Group (**Relevant Members**) may resolve of Appointed Leadership Members each of whom shall be an individual who is a Member, a person Connected with a Relevant Member or the immediate past-Leadership Group President of the relevant Leadership Group. If any Leadership Group does not at any time have sufficient number of Appointed Leadership Members to comply with this Article, such Leadership Group shall as soon as possible hold an Appointment Meeting to elect such number of additional Appointed Leadership Members to comply with this Article;
 - 7.3.6 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 Leadership Group; and
 - 7.3.7 such individuals as may be co-opted by the relevant Leadership Group to fill a casual vacancy amongst the Appointed Leadership Members to serve until the Appointed Leadership Members whose place he or she has filled would have retired.
- 7.4 At the first Leadership Group Annual Meeting following each Annual General Meeting a Vice-Leadership Group President shall be appointed from amongst the relevant Leadership Members and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Leadership Group may decide. Thereafter the individual so appointed shall in due course succeed year by year to be the Leadership Group President.
- 7.5 In case of any vacancy occurring in the office of Leadership Group President then the vacancy shall be filled by the Vice-Leadership Group President who shall cease to be Vice-Leadership Group President and shall hold office as Leadership Group President for the remainder of the period the person he or she has succeeded would have continued in office and for the ensuing year.
- 7.6 In the case of any vacancy occurring in the office of Vice-Leadership Group President then the vacancy shall be filled by the relevant Leadership Group appointing a Vice-Leadership Group President from amongst the relevant Leadership Members and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Leadership Group may decide. If the vacancy has occurred by reason of the Vice-Leadership Group President taking over the office of Leadership Group President the individual appointed Vice-Leadership Group President shall hold office as Vice-Leadership Group President for the remainder of the period the person he or she has succeeded would have continued in office and for such further period as his or her predecessor holds office

as Leadership Group President. If the vacancy has occurred for any other reason the individual appointed Vice-Leadership Group President shall hold office as such for the remainder of the period the person he or she has succeeded would have continued in office.

- 7.7 The Leadership Group President and Vice-Leadership Group President shall serve such office for a period of one year, unless the relevant Leadership Group shall resolve (with the approval of the Board) otherwise, but subject always to a maximum term of three consecutive years at any one time.
- 7.8 No Leadership Member (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.
- 7.9 The Appointed Leadership Members of each of the Bradford Leadership Group, Leeds Leadership Group and York and North Yorkshire Leadership Group shall be appointed by the Relevant Members at Appointment Meetings. The relevant Leadership Group may put forward nominations and shall afford such Members a reasonable opportunity to put forward nominations. No person shall be appointed an Appointed Leadership Member unless:
- 7.9.1 he or she 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 Leadership Group; and
 - 7.9.2 either:
 - 7.9.2.1 he or she is nominated by the relevant Leadership Group or the Board; or
 - 7.9.2.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the Appointment Meeting notice executed by a Relevant Member qualified to vote at the Appointment Meeting has been given to the relevant Leadership Group 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 Appointed Leadership Member if appointed.
- 7.10 At the first Appointment Meeting all the Appointed Leadership Members shall retire from office, and at each subsequent Appointment Meeting one-third of the Appointed Leadership Members (or, if this is not a whole number, the nearest whole number) shall retire from office as Appointed Leadership Members, but each shall be eligible for re-appointment.
- 7.11 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 Appointed Leadership Members those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 7.12 If the Relevant Members, at the Appointment Meeting at which an Appointed Leadership Member retires by rotation does not fill the vacancy, the retiring Leadership Member 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-appointment of the Leadership Member is put to the meeting and lost. If an Appointed Leadership Member is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
- 7.13 No person other than an Appointed Leadership Member retiring by rotation shall be appointed or re-appointed an Appointed Leadership Member at any general meeting unless:
- 7.13.1 he or she is recommended by the relevant Leadership Group or Board; or
 - 7.13.2 not less than fourteen nor more that thirty-five clear days before the date appointed for the Appointment Meeting, notice executed by a Relevant Member qualified to vote at the Appointment Meeting has been given to the relevant Leadership Group 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 or her willingness to be appointed or reappointed.

- 7.14 Not less than seven nor more than twenty-eight clear days before the date appointed for holding an Appointment Meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Appointed Leadership Member retiring by rotation at the meeting) who is recommended by the relevant Leadership Group or Board for appointment or reappointment as an Appointed Leadership Member at the meeting or in respect of whom notice has been duly given to the relevant Leadership Group of the intention to propose him or her at the meeting for appointment or reappointment as an Appointed Leadership Member.
- 7.15 An individual holding office as a Leadership Member shall cease to do so if:
- 7.15.1 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
 - 7.15.2 he or she is, or may be, suffering from mental disorder and either:
 - 7.15.2.1 he or she 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
 - 7.15.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
 - 7.15.3 he or she resigns his or her office by notice to the relevant Leadership Group; or
 - 7.15.4 he or she ceases to be a Relevant Member or be Connected to a Member (either by such connected Member ceasing to be a Member or him or her ceasing to be connected to such Member); or
 - 7.15.5 he or she shall for more than three consecutive meetings have been absent without permission of the relevant Leadership Group from meetings of the Leadership Group and the relevant Leadership Group resolves that his or her office be vacated.
- 7.16 Each Leadership Member shall hold office for a term of three years and will then be subject to re-appointment for up to 2 further terms for a maximum further term of three years each re-appointment. After having been a Leadership Member for nine years in total, whether consecutive terms or not, a Leadership Member shall retire and shall not then be eligible for re-appointment, unless the relevant Leadership Group resolves, having regard to the specific circumstances in relation to a Leadership Member, to extend that Leadership Member's office beyond nine years.
- 7.17 Each Leadership Group shall have a Leadership Group Annual Meeting every calendar year. Each Leadership Group Annual Meeting shall be held as soon as practicable after each Annual General Meeting of the Members.
- 7.18 In addition to the Leadership Group Annual Meeting, each Leadership Group shall hold an Appointment Meeting in every year at such time and place as may be determined by the relevant Leadership Group, 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 Appointment Meetings.
- 7.19 The relevant Leadership Group shall call Appointment Meetings.
- 7.20 Appointment Meetings shall be called by at least fourteen clear days' notice but an Appointment 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 Appointment Meeting shall specify the time and place

of the Appointment 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 Leadership Group.

- 7.21 In addition to the Leadership Group Annual Meetings and Appointment Meetings, each Leadership Group may convene meetings at such times and places as the Leadership Members shall from time to time agree for the purpose of general or specific business relating to the relevant locality within the Relevant Regions. The chair of each Leadership Group Annual Meeting and Appointment Meeting shall be the Leadership Group President of the relevant Leadership Group, unless a majority of the Leadership Group decides otherwise.
- 7.22 Each Leadership Group may appoint one or more Ambassadors for the purpose of representing the relevant Leadership Group for one or more specific purposes on such terms as the Leadership Group shall reasonably determine, provided that no such Ambassador shall be entitled to receive any fees or other remuneration from the Chamber (other than reasonably and properly incurred expenses approved by a Director in advance).

8. CHAIR AND VICE-CHAIR

- 8.1 At the first Board meeting following each Annual General Meeting a Vice-Chair 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. The Vice-Chair shall serve such office for a period of one year, unless the Board resolves otherwise, but subject always to a maximum term of three consecutive years at any one time. Thereafter the individual so appointed shall in due course succeed to the office of Chair.
- 8.2 In case of any vacancy occurring in the office of Chair then the vacancy shall be filled by the Vice-Chair who shall cease to be Vice-Chair and shall hold office as Chair for the remainder of the period the person he or she has succeeded would have continued in office and for the ensuing year, unless the Board resolve otherwise, but subject always to a maximum term of three consecutive years at any one time.
- 8.3 In the case of any vacancy occurring in the office of Vice-Chair then the Board shall appoint a Vice-Chair from amongst the Board in accordance with Article 8.1.
- 8.4 If a Bradford Director, Leeds Director or York and North Yorkshire Director is appointed as Chair or Vice-Chair, that Director shall cease to be one of his or her Leadership Group's nominated Directors for the purpose of Article 4.1 and the relevant Leadership Group shall have the right to recommend an additional Director up to the maximum number specified in Articles 4.1.7 to 4.1.9 (as relevant).

9. CHIEF EXECUTIVE

- 9.1 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.
- 9.2 The Chief Executive shall not also be Secretary.
- 9.3 In relation to his or her 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.
- 9.4 In relation to his or her duties and obligations as a Leadership Member, the Chief Executive in conjunction with the Chair and other Officers shall be responsible for media relations in connection with representational matters.

10. SECRETARY

- 10.1 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 Leadership Group 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.

11. SECTIONS

- 11.1 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.
- 11.2 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.
- 11.3 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.

12. BY-LAWS

- 12.1 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 Leadership Group.
- 12.2 Without prejudice to the generality of the foregoing, By-laws may be made, altered or revoked in connection with:
 - 12.2.1 membership (including different categories of membership and their respective rights and obligations);
 - 12.2.2 subscriptions;
 - 12.2.3 committees;
 - 12.2.4 proceedings of each of the Leadership Groups;
 - 12.2.5 proceedings of the Board, and;
 - 12.2.6 sections.

13. DIRECTORS CONFLICTS OF INTEREST

- 13.1 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 or her duty under Section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 13.2 For the purposes of Article 13.1:
 - 13.2.1 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
 - 13.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or her.
- 13.3 Any authorisation under these Articles will be effective only if:-
 - 13.3.1 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:-

- 13.4 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
- 13.5 The matter was agreed to without his or her voting or would have been agreed to if his or her vote had not been counted.
- 13.6 Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently);
- 13.6.1 extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
 - 13.6.2 be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and
 - 13.6.3 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.
- 13.7 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 or her involvement with the Conflict otherwise than as a Director of the Chamber and in respect of which he or she owes a duty of confidentiality to another person the Director is under no obligation to:-
- 13.7.1 disclose such information to the Director or to any Director or other officer or employee of the Chamber; or
 - 13.7.2 use or apply any such information in performing his or her duties as a Director;
 - 13.7.3 where to do so would amount to a breach of that confidence.
- 13.8 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:-
- 13.8.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 13.8.2 is not given any documents or other information relating to the Conflict;
 - 13.8.3 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.
- 13.9 If the Directors authorise a Conflict:
- 13.9.1 the Director will be obliged to conduct himself or herself in accordance with the terms imposed by the Directors in relation to the Conflict;
 - 13.9.2 the Director will not infringe any duty he or she owes to the Chamber by virtue of sections 171 to 177 of the Act provided he or she acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 13.10 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 she (or the Member through which he or she 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.
- 14. MINUTES**
- 14.1 The Board shall cause minutes to be made in paper or electronic form of all proceedings at General Meetings of the Chamber, and of any Leadership Group, Board, Sections (if any) and Committees, including the names of any Leadership Group, Board, Section or committee members present at each such meeting.

- 14.2 All minutes shall be open to inspection by any Director. Minutes of meetings of the Leadership Group, any Section and any Committee shall also be open to inspection by Members.

15. **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.

16. **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.

17. **NOTICES**

- 17.1 Any notice to be given pursuant to the Articles shall be in writing.
- 17.2 The Chamber may give any notice to a Member, an Honorary Member, or any member of the Leadership Group, or the Auditors either:-
- 17.2.1 by delivering it by hand to the last known address;
 - 17.2.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
 - 17.2.3 by electronic communication to an address notified to the Chamber; or
 - 17.2.4 by a website the address of which shall be notified to the Member, Honorary Member, Leadership Group member or Auditor in writing.
- 17.3 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.
- 17.4 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, Leadership Group member or auditors.
- 17.5 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.
- 17.6 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.
- 17.7 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.

18. **INDEMNITY**

- 18.1 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 or her in the execution of his or her duties, or in relation thereto including any liability incurred by him or her in defending any civil or criminal proceedings, in which judgement is given in his or her 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 or her part or in connection with any application in which the court grants him or her relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs.

- 18.2 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.
- 18.3 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.

19. **WINDING-UP**

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