

Company Number: 120076

The Companies Acts 1985 to 1989

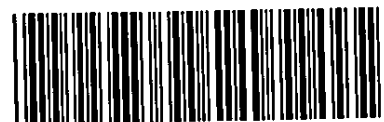
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

WIRRAL CHAMBER OF COMMERCE AND INDUSTRY

Incorporated the 5th day of February 1912.

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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

WIRRAL CHAMBER OF COMMERCE AND INDUSTRY

(As altered by Special Resolution passed on the 18th June 2008)

1. The name of the Company (hereinafter called "The Chamber") is "WIRRAL CHAMBER OF COMMERCE AND INDUSTRY".
2. The Registered Office of the Chamber will be situated in England and Wales.
3. The objects for which the Chamber is established are: -
 - (3.1) To take over such of the assets and liabilities of the Wirral Chamber of Commerce and Industry as may be lawfully taken over by the Chamber and thereby to promote and protect the home and overseas industry, commerce and trade in the administration area of the present Metropolitan Borough of Wirral and further to represent, express and give effect to views and opinions of those engaged in industry, commerce and trade on all matters affecting their interest at international, national, regional, and local government level.
 - (3.2) To consider all questions connected with such industry, commerce and trade.
 - (3.3) To promote, support or oppose United Kingdom, E.E.C. or foreign legislation or other measures whether proposed or existing and affecting industry, commerce and trade.
 - (3.4) To subscribe to or become a member of or promote the aims and objects of any British E.E.C. or foreign society, association or company, or chamber of commerce whether incorporated or not having objects altogether or in part similar to all or any of the objects of the Chamber.
 - (3.5) To enter into agreements with other Chambers of Commerce and other bodies for the advancement of industry, commerce and trade.
 - (3.6) To provide, assist or make arrangements for providing services or facilities of any kind which are designed to assist Members of the Chamber in the conduct of industry, commerce and trade, or in meeting any legislative or other requirement or for facilitating the conduct of business.
 - (3.7) The collection and circulation of statistics and other information relating to such industry, commerce and trade.
 - (3.8) To print and publish any newspapers, periodicals, books or leaflets that the Chamber may think desirable for the promotion of its objects.
 - (3.9) To promote commerce, art, science, education, charity or other profession and to promote any social, or sporting activity and anything incidental or conducive to any of the above objects.
 - (3.10) Without limiting any power which apart from this sub-paragraph would be implied the issuing of documents and the giving of guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose in accordance with any International Conventions which may from time to time be ratified by Her Majesty's Government and the Chamber shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - (3.10.1) To purchase, acquire, exchange, sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Chamber as may be deemed expedient with a view to promotion of its objects.

(3.10.2) To borrow or raise money upon such terms as may be convenient with or without the giving of security.

(3.10.3) To invest the moneys of the Chamber not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(3.10.4) To arrange, by arbitration, the settlement of disputes arising out of industrial, commercial or trading transactions.

(3.10.5) To employ and remunerate out of the funds of the Chamber any officers, secretaries, clerks, operators and other persons whose services may be deemed necessary or expedient for carrying out any of the objects of the Chamber and to establish and support, or to aid in establishing and supporting associations, institutions, trusts, funds or conveniences designed to benefit employees or past employees of the Chamber or the connections or dependants of such persons.

(3.10.6) To consider amalgamation with any companies, institutions, societies or associations having objects altogether or in part similar to those of the association.

(3.10.7) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the companies, institutions, societies or associations with which the association is authorised to amalgamate.

(3.10.8) To transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the companies, institutions, societies or associations with which the association is authorised to consider amalgamation.

(3.10.9) To do all such things in the United Kingdom and elsewhere as may promote the extension of industry, commerce and trade or be incidental or conducive to the attainment of the foregoing objects.

Provided that: -

(i) In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Chamber shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employees.

(iii) In case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, mortgage, charge or lease the same without such authority, approval, or consent as may be required by law, and as regards any such property the Board of the Chamber shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and default, and for the due administration of such property in the manner and to the same extent as they would as such Board had been if no incorporation had been affected, and the incorporation of the Chamber shall not diminish or impair any control of authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall as regards any such property be subject jointly and severally to such control or authority as if the Chamber was not incorporated.

4. The income and property of the Chamber whencesoever derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Chamber; provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer, agent or servant of the Chamber or to any Member of the Chamber in return for any services actually rendered to the Chamber or the reimbursement to any such person of expenses properly incurred by him in connection with the Chamber's business or undertaking.

5. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Articles for the time being in force, as shall make the Chamber a company to which section 30 of the Companies Act 1985 does not apply.

6. The liability of Members is limited.

7. Every Member of the Chamber undertakes to contribute to the assets of the Chamber 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 the payment of the debts and liabilities of the Chamber contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon the winding-up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Chamber but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed by the Chamber under or by virtue of Clause 4 hereof, such institution or institutions and, in the event of more than one, the respective shares to be distributed to either or each, shall be determined by the Members of the Chamber at or before the time of dissolution or, in default thereof, by such Judge of the High Court of Justice as may have or acquired jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision the said property shall be given to some charitable object or objects.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WIRRAL CHAMBER OF COMMERCE AND INDUSTRY

(Adopted by Special Resolution passed on the 22nd day of May 2003)

1. PRELIMINARY

1.1 In these Articles: -

"The Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"The Chamber" means the above named Chamber.

"The Board" means The Board of Directors of the Chamber established as hereinafter mentioned.

"The Executive Committee" means those Directors or persons nominated by the Board to handle the affairs of the Chamber on a day to day basis.

"The Chairman" means any person elected by the board to the position of Chairman of the Chamber

"The Vice Chairman" means any person elected by the board to the position of Vice Chairman of the Chamber

"The Chief Executive" means any person for the time being appointed to perform the duties of Chief Executive of the Chamber.

"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.

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

"Secretary" means any person appointed to perform the duties of Secretary of the Chamber.

"The United Kingdom" means Great Britain and Northern Ireland.

"The Office" means the Registered Office of the Chamber.

"Company" shall include any body corporate.

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

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

Unless the context otherwise requires words or expressions used in these Articles shall bear the same meanings as in the Act excluding any statutory modification thereof not in force when these Articles become binding on the Chamber.

Words importing the singular shall include the plural and vice versa;

Words importing the masculine gender shall include the feminine; and

Words importing person shall include bodies corporate.

1.2 the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 ("Table A") shall apply to the company save insofar as they are varied or excluded by or are inconsistent with these Articles and such regulations and the following Articles shall be the Articles of Association of the Company

2. MEMBERSHIP

2.1 The number of Members is unlimited.

2.2 Membership shall be open to any individuals, companies, corporations, members of professions, firms or other organisations whom the Board may in its absolute discretion admit to membership.

2.3 The Board may admit to Honorary Membership of the Chamber for such period as it may determine, individuals whom the Board considers have rendered special service to the Chamber, or to the Chamber movement.

2.4 An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.

2.5 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.

2.6 The election of Members shall be by Resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons. 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 Chamber shall notify the decision of the Board to each applicant.

2.7 A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year, which shall be a debt due to and legally recoverable by the Chamber.

Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:-

- (2.7.1) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction.
- (2.7.2) if adjudicated bankrupt.
- (2.7.3) if suspending payment or compounding with creditors.

- (2.7.4) if being an individual he is or may be suffering from mental disorder and either
- (i) 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
 - (ii) 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;
- (2.7.5) if failing to pay the prescribed subscription within three months of the due date.

2.8. The Board may by Majority Resolution expel any Member at any time provided that: -

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

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

- 2.9. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
- 2.10. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
- 2.11. 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. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.