

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BELFAST CHAMBER OF TRADE AND COMMERCE LIMITED (Company number NI652015)**

**(Adopted by Special Resolution passed on 11<sup>th</sup> January 2024 )**

**PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY**

**1 Defined terms**

1.1. In the articles, unless the context requires otherwise:

<b>“articles”</b>	means the Chamber's articles of association;
<b>“bankruptcy”</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>“Board of Directors”</b>	has the meaning given in article 8;
<b>“chair”</b>	has the meaning given in article 24;
<b>“chair of the meeting”</b>	has the meaning given in article 38;
<b>“Chamber”</b>	means the company and the expressions “Chamber” and “company” may be used interchangeably in these articles;
<b>“Companies Acts”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Chamber;
<b>“company”</b>	means Belfast Chamber of Trade and Commerce Limited;
<b>“Council Advisor”</b>	means an advisor of the Council;
<b>“Councillor”</b>	means a person occupying a position in the Council, and including the directors of the Board of Directors and the Council Advisor when participating in the Council;
<b>“director”</b>	means a director of the Chamber, and includes any person occupying the position of director, by whatever name called;
<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“electronic form”</b>	has the meaning given in section 1168 of the Companies Act 2006;

<b>“Executive Team”</b>	means the C.E.O., President, Vice-President, Past President, and Treasurer;
<b>“member”</b>	has the meaning given in section 112 of the Companies Act 2006;
<b>“ordinary director”</b>	means a director of the Chamber who is not part of the Executive Team;
<b>“ordinary resolution”</b>	has the meaning given in section 282 of the Companies Act 2006;
<b>“participate”</b>	in relation to a directors' meeting, has the meaning given in article 22;
<b>“Past President”</b>	a person who has been the former President of the Chamber prior to current President;
<b>“President”</b>	the person who is from time to time elected by the members in general meeting to the office of President of the Chamber;
<b>“proxy notice”</b>	has the meaning given in article 44;
<b>“special resolution”</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>“subsidiary”</b>	has the meaning given in section 1159 of the Companies Act 2006;
<b>“Vice-President”</b>	a person who is from time to time elected by the members in general meeting to the office of Vice-President of the Chamber;
<b>“writing”</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Chamber.
- 1.3. The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 shall apply to the Chamber, except in so far as they are modified or excluded by these articles or are inconsistent with these articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these articles constitute the articles of association of the Chamber to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 1.4. The headings used in these articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these articles.

- 1.5. In these articles, unless the context otherwise requires, reference to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

## **2 Liability of members**

- 2.1 The liability of each member is limited to £1.00, being the amount that each member 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
- 2.1.1 payment of the Chamber's debts and liabilities contracted before he ceases to be a member,
  - 2.1.2 payment of the costs, charges and expenses of winding up, and
  - 2.1.3 adjustment of the rights of the contributories among themselves.

## **PART 2 – OBJECTS**

### **3 The Chamber's Objects**

- 3.1 The Chamber's objects are:
- 3.1.1 to provide an association of traders, merchants, manufacturers, professional people and others to consider and promote all such lawful plans and schemes as may be calculated to further improve and secure the trading and commercial interests of businesses situated and/or operating in Belfast, Northern Ireland;
  - 3.1.2 to represent, express and promote the interests of the Chamber's members as a whole so as far as is reasonably expected;
  - 3.1.3 to collect and circulate such statistical and other information relating to trade, commerce and industry for members as the Council may decide will assist them in their commercial or professional pursuits and to produce, publish and distribute circulars, bulletins journals and such papers as the Council may decide to disseminate;
  - 3.1.4 to advance, encourage and promote the provision of high-quality services and skills through training, education and development and through the adoption of good business and professional practices;
  - 3.1.5 to assist and actively support the growth and development of businesses situated and/or operating within Belfast, Northern Ireland;
  - 3.1.6 to foster connections and relationships with other persons and organisations to increase opportunities for employment and regeneration and to promote the objects of the Chamber generally; and
  - 3.1.7 to do all such acts and things as are generally conducive to the furtherance of these objects.
- 3.2 The Chamber will pursue these objects for the mutual benefit of the members.

### **4 Politics and Religion**

- 4.1 The Chamber shall be non-party in politics and non-sectarian in religion.

## **PART 3 – DIRECTORS**

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **5 Directors' general authority**

- 5.1 Subject to the articles, the directors are responsible for the management of the Chamber's business, for which purpose they may exercise all the powers of the Chamber.

### **6 Members' reserve power**

- 6.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

### **7 Directors may delegate**

- 7.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 7.1.1 to such person or committee;
  - 7.1.2 by such means (including by power of attorney);
  - 7.1.3 to such an extent;
  - 7.1.4 in relation to such matters or territories; and
  - 7.1.5 on such terms and conditions;
- as they think fit.
- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **8 Number of directors**

- 8.1 The number of directors shall not be less than two (2) and no more than nine (9), unless the Chamber by ordinary resolution from time to time resolves to increase or reduce that number.
- 8.2 Subject to article 8.1, the Board of Directors of the Chamber shall be comprised by:
- 8.2.1 Chief Executive Officer (sitting as a member)
  - 8.2.2 President;
  - 8.2.3 Vice-President;
  - 8.2.4 Past President;
  - 8.2.5 Treasurer;
  - 8.2.6 and Four (4) ordinary directors of the Chamber The Board of Directors has overall responsibility for:
  - 8.2.7 Strategy & direction;
  - 8.2.8 Governance;

8.2.9 Fiduciary requirements; and

8.2.10 Any material or significant decisions in respect of recruitment/staffing

## **9 Appointment of the directors**

9.1 Subject to article 9.2, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

9.1.1 by ordinary resolution at the annual general meeting; or

9.1.2 any other general meeting of the Chamber; or

9.1.3 by the discretion of the Board of Directors.

9.2 At the annual general meeting of the Chamber the Executive Team will be elected by ordinary resolution.

9.3 At the subsequent annual general meeting the Executive Team must retire from office, but shall be eligible for re-appointment as an ordinary director of the Board of Directors.

9.4 A director may retire by giving the Chamber not less than one month's notice in writing of his intention to retire.

9.5 The minimum number of years a director can serve on the Board of Directors shall be no less than three (3) years.

9.6 A director is subject to reappointment after he has served a term of three (3) years provided he acts in accordance with Article 11.

9.7 The maximum number of years a director can serve on the Board of Directors shall not exceed six (6) years, with the exception of:

- President
- Vice-President
- Past President

All of whom will be eligible for one (1) more term of reappointment after, meaning they can serve three (3) terms totalling nine (9) years.

9.8 The President may be able to serve a further year in his position, subject to the agreement of the Board of Directors.

9.9 Term limits do not apply to the role of C.E.O, they will sit as a member on the Board of Directors for as long as they remain in their position.

## **10 Retirement of directors by rotation**

10.1 At every annual general meeting, any directors who have served as a director for two (2) consecutive appointment periods must retire from office.

10.1.1 This is not including the President, Vice-President or the Past President who must retire after they have reached their third consecutive appointment period

10.2 In calculating appointment periods, any appointment period as a board member of the Belfast Chamber of Trade and Commerce immediately prior to the incorporation of that organisation

into the Chamber shall be taken into account and reference to annual general meetings for the purpose of determining appointment periods shall include annual general meetings of that organisation.

- 10.3 A person who has retired from office pursuant to article 10.1 may not offer himself for reappointment by the members until the annual general meeting following the annual general meeting at which he has retired.

## **11 Termination of director's appointment**

- 11.1 A person ceases to be a director as soon as:

11.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

11.1.2 a bankruptcy order is made against that person;

11.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

11.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Chamber stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

11.1.5 the director, without reasonable excuse, fails to attend at least half of the Council meetings or meetings of the Board of Directors convened in any period of twelve (12) months and the Board of Directors resolves that such person should be removed as a director;

11.1.6 the director, in the opinion of the Board of Directors acts in a way likely to be injurious to or discredit the Chamber or be objectionable in any respect;

11.1.7 that person's appointment comes to an end pursuant to article 9 (and that person is not reappointed pursuant to article 9 or article 10 or comes to an end pursuant to article 10; or

11.1.8 notification is received by the Chamber from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

- 11.2 The Board of Directors may terminate the President's, Chair's and any other director's appointment at any time and at the Board of Directors' discretion.

## **12 Committees**

- 12.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

- 12.2 A member of a committee need not be a director.

- 12.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **PART 4 – THE COUNCIL**

### **13 The Council**

- 13.1 The Council shall be responsible for:

13.1.1 advising the Board of Directors, the Executive Team and any other person as determined by the Board of Directors;

13.1.2 providing feedback on the Chamber activities and the state of Belfast's economy;

13.1.3 forming committees as delegated by the Board of Directors; and

13.1.4 providing any other function or advice as the Board of Directors determine from time to time.

13.2 The Council shall be comprised by the Board of Directors and Council Advisors and together shall be known as "Councillors".

13.3 The maximum number of participants on the Council shall be no more than twenty (20).

13.4 The Board of Directors shall not be bound by the advice received by the Council, unless they decide to be bound by it.

#### **14 Appointment of Council Advisors**

14.1 The Board of Directors shall appoint a Chair to any Council committees, this Chair shall be automatically appointed as a Council Advisor

14.2 The Treasury and HR committee, as the only board committee, shall be the only committee with the discretion to appoint more Council Advisors;

14.3 Any person who is willing to act as a Council Advisor may be appointed to the Council by the directors at a meeting of the Board of Directors.

14.4 The Council Advisor is to serve a term of three (3) years subject to the approval of the Board of Directors

14.5 The Council Advisor need not be a director.

14.6 The role of Council Advisor shall not be remunerated and shall not have fiduciary responsibilities or liabilities for such advisory functions.

14.7 A Council Advisor's appointment will immediately cease if they, in the opinion of the Board of Directors, act in a way that is likely to be injurious or discredit the Chamber, or be objectionable in any respect;

14.8 The Board of Directors may terminate the Council Advisor's appointment at any time.

#### **15 Retirement of Council Advisors**

15.1 After the annual general meeting of the Chamber any one third (1/3) of the Council Advisors to retire each year with the longest serving Council Advisors ending their tenure first.

15.2 A person who has retired from the role of Council Advisor after a term of three (3) years, may be eligible for reappointment for one more term, subject to the consent of the Board of Directors

15.3 The maximum number of years a Council Advisor may serve for is six (6) years.

## **16 Participation in Council meetings**

- 16.1 Subject to the articles, the Councillors can participate in a Council meeting, or part of a Council meeting, when:
- 16.1.1 the meeting has been called and takes place in accordance with the articles, and
  - 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 16.2 In determining whether the Councillors are participating in a Council meeting, it is irrelevant where any Councillor is or how they communicate with each other; as such, all meetings shall be available remotely through a medium each Councillor has access to.
- 16.3 If all the Councillors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 16.4 At a Council meeting, the Chair must appoint someone to take minutes of the meeting;
- 16.4.1 minutes of the meetings must be copied to the C.E.O./management team as soon as is reasonably possible.

## **17 Quorum for Council meetings**

- 17.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 17.2 The quorum for Council meetings may be fixed from time to time by a decision of the Councillors, but it must never be less than [four].
- 17.3 If the total number of Councillors for the time being is less than the quorum required, the Councillors must not take any decision other than a decision to call a meeting of the Board of Directors so as to enable the directors to appoint further Council Advisors.

## **18 Chairing of Council meetings**

- 18.1 The President shall chair the Council meetings or appoint a Chair from either the Board of Directors, or the Council Advisors.
- 18.2 In the absence of the President or Chair the directors shall appoint the Vice-President to chair the Council meeting.
- 18.3 In the absence of the President and the Vice-President, the directors shall appoint the Past President to chair the Council meeting.
- 18.4 In the absence of the President, the Vice-President and the Past President, the directors shall appoint one of the other Council Advisors to chair the Council meeting.

## **PART 5 – DECISION-MAKING BY DIRECTORS**

## **19 Directors to take decisions collectively**

- 19.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 6.
- 19.2 If:
- 19.2.1 the Chamber only has one director, and
  - 19.2.2 no provision of the articles requires it to have more than one director,



the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

## **20 Majority decisions**

20.1 A decision of the directors is taken in accordance with this article when a majority of eligible directors indicate to each other by any means that they share a common view on a matter.

20.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by a majority of eligible directors or to which a majority of eligible directors have otherwise indicated agreement in writing.

20.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

20.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

## **21 Calling a directors' meeting (Board of Directors meeting)**

21.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

21.2 Notice of any directors' meeting must indicate:

21.2.1 its proposed date and time;

21.2.2 where it is to take place; and

21.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

21.3 Notice of a directors' meeting must be given to each director but need not be in writing.

21.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Chamber not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

21.5 The Board of Directors shall meet a minimum of six (6) times per year.

## **22 Participation in directors' meetings**

22.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

22.1.1 the meeting has been called and takes place in accordance with the articles, and

22.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

22.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other; as such, all meetings shall be available remotely through a medium each director has access to.

22.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

- 22.4 At a directors' meeting, the Chair must appoint someone to take minutes of the meeting; minutes of the meetings must be sent to the C.E.O./ management team as soon as is reasonably possible

### **23 Quorum for directors' meetings**

- 23.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 23.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than [four].

- 23.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

23.3.1 to appoint further directors, or

23.3.2 to call a general meeting so as to enable the members to appoint further directors.

### **24 Chairing of directors' meetings**

- 24.1 The President shall chair the meetings of the directors.

- 24.2 In the absence of the President, the directors shall appoint the Vice-President to chair the meeting of directors.

- 24.3 In the absence of the President, and the Vice-President, the directors shall appoint the Past President to chair the meeting of directors.

- 24.4 In the absence of the President, the Vice-President, and the Past President, the directors shall appoint one of the other directors to chair the meeting of directors.

### **25 Casting vote**

- 25.1 If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting has a casting vote.

- 25.2 But this does not apply if, in accordance with the articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **26 Conflicts of interest**

- 26.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Chamber in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 26.2 But if paragraph 26.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Chamber is to be counted as participating in the decision-making process for quorum and voting purposes.

- 26.3 This paragraph applies when:

26.3.1 the Chamber by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or

26.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

26.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

26.5 Subject to paragraph 26.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any director other than the Chair is to be final and conclusive.

26.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **27 Records of decisions to be kept**

27.1 The directors must ensure that the Chamber keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **28 Directors' discretion to make further rules**

28.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## **29 Directors' remuneration**

29.1 Directors are not entitled to any remuneration for acting as directors of the Chamber.

## **30 Directors' expenses**

30.1 The Chamber may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

30.1.1 meetings of directors, Council or committees of directors, or

30.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Chamber.

# **PART 6 – MEMBERS**

## **BECOMING AND CEASING TO BE A MEMBER**

### **31 Initial Membership**

31.1 Any person who was a member of the Belfast Chamber of Trade and Commerce immediately prior to the transfer of that body's undertaking to the Chamber shall become a member of the Chamber.

### **32 Applications for membership**

32.1 No person shall become a member of the Chamber unless:

32.1.1 that person has completed an application for membership in a form approved by the directors, and

32.1.2 the C.E.O./ management team have approved the application

32.2 Past Presidents, Members and other persons who have contributed exceptional service to the Chamber may be elected honorary members at a general meeting on the recommendation of the Directors.

### **33 Annual Subscription**

33.1 Each member, other than honorary members, shall be liable to pay an annual subscription to the Chamber.

33.2 Subject to any ordinary resolution, the annual subscription shall be such amount or amounts as may be determined from time to time by the directors and the directors may set different subscriptions for different classes of members.

33.3 The terms for payment of the annual subscription (or parts of the annual subscription) shall be as set by the directors from time to time and the directors shall have the power to agree individual terms with any member.

33.4 If any member shall fail to pay any money due by him to the Chamber by the due date shall be suspended from membership in which event the entitlement to exercise the rights of membership shall cease, but the directors shall have power to reinstate such membership and rights.

33.5 Save in respect of article 47.1, the income and property of the Chamber shall be applied solely towards the promotion of its objects as set forth in these articles. Any surplus in the income and property of the Chamber may be carried forward each year and returned exclusively to the Chamber's members where the directors consider, in their sole discretion, that such surplus may not be required for the future pursuit of the Chamber's primary purpose.

33.6 The contributors to the income and the property of the Chamber ultimately control the income and the property of the Chamber, but the day-to-day management of the same is exercised by the directors.

### **34 Termination of membership**

34.1 A member may withdraw from membership of the Chamber by giving notice to the Chamber in writing and that person's membership shall terminate at the expiry of the Chamber's current financial year.

34.2 Notice of termination shall be in line with the prevailing terms and conditions, as set by the C.E.O./management team.

34.3 Membership is not transferable.

34.4 A person's membership terminates when that person dies or ceases to exist.

### **35 Expulsion of a Member**

35.1 The directors may expel a member if:

35.1.1 the conduct of any member is in the opinion of the Board of Directors likely to be injurious to or discredit the Chamber or be objectionable in any respect; or

35.1.2 the member has failed following written demand to pay the subscription due under article 33.

35.2 Prior to expulsion any member shall be given the opportunity to justify or explain his conduct at such place, on such terms and in such manner as the directors may determine.

- 35.3 Any member expelled in accordance with these articles, or otherwise ceasing to be a member, forfeits all rights to or claim upon the Chamber or its property or funds or any return of subscription paid and remains liable for any outstanding subscription or charges due from him at the date of expulsion or cessation.

## **ORGANISATION OF GENERAL MEETINGS**

### **36 Attendance and speaking at general meetings**

- 36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 36.2 A person is able to exercise the right to vote at a general meeting when:
- 36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 36.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 36.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 36.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 36.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **37 Quorum for general meetings**

- 37.1 The quorum for a general meeting shall be not less than 18 members present in person or by proxy.
- 37.2 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

### **38 Chairing general meetings**

- 38.1 The Chair of the Board of Directors shall chair general meetings if present and willing to do so.
- 38.2 If the Chair of the Board of Directors is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 38.2.1 the directors present, or
  - 38.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.
- 38.3 The person chairing a meeting in accordance with this article is referred to as "the Chair of the meeting".

### **39 Attendance and speaking by directors and non-members**

39.1 Directors may attend and speak at general meetings, whether or not they are members.

39.2 The Chair of the meeting may permit other persons who are not members of the Chamber to attend and speak at a general meeting.

### **40 Adjournment**

40.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

40.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

40.2.1 the meeting consents to an adjournment, or

40.2.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

40.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

40.4 When adjourning a general meeting, the Chair of the meeting must:

40.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

40.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

40.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chamber must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

40.5.1 to the same persons to whom notice of the Chamber's general meetings is required to be given, and

40.5.2 containing the same information which such notice is required to contain.

40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **41 Voting: general**

41.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

41.2 Honorary members shall not be entitled to vote at a meeting of the members.

### **42 Errors and disputes**

42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

42.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

### **43 Poll votes**

43.1 A poll on a resolution may be demanded:

43.1.1 in advance of the general meeting where it is to be put to the vote, or

43.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

43.2 A poll may be demanded by:

43.2.1 the Chair of the meeting;

43.2.2 the directors;

43.2.3 two or more persons having the right to vote on the resolution; or

43.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

43.3 A demand for a poll may be withdrawn if:

43.3.1 the poll has not yet been taken, and

43.3.2 the Chair of the meeting consents to the withdrawal.

43.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

### **44 Content of proxy notices**

44.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

44.1.1 states the name and address of the member appointing the proxy;

44.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

44.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

44.1.4 is delivered to the Chamber in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

44.2 The Chamber may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

44.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

44.4 Unless a proxy notice indicates otherwise, it must be treated as:

44.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

44.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **45 Delivery of proxy notices**

45.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Chamber by or on behalf of that person.

45.2 An appointment under a proxy notice may be revoked by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

45.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

45.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **46 Amendments to resolutions**

46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

46.1.1 notice of the proposed amendment is given to the Chamber in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and

46.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

46.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

46.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

### **PART 7 – ASSETS AND DISSOLUTION**

#### **47 Dissolution**

47.1 If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all of its debts and liabilities, any assets or property whatsoever, the same shall be paid to or distributed amongst the Chamber's members only, on a just and reasonable basis, taking into account the particular contributions of the Chamber's members and, for the avoidance of doubt, no assets or property whatsoever shall be distributed to non-members of the Chamber.

### **PART 8 – ADMINISTRATIVE ARRANGEMENTS**

#### **48 Means of communication to be used**

48.1 Subject to the articles, anything sent or supplied by or to the Chamber under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Chamber.

48.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.



48.3 A director may agree with the Chamber that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **49 Company seals**

49.1 Any common seal may only be used by the authority of the directors.

49.2 The directors may decide by what means and in what form any common seal is to be used.

49.3 Unless otherwise decided by the directors, if the Chamber has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

49.4 For the purposes of this article, an authorised person is:

49.4.1 any director of the Chamber;

49.4.2 the company secretary (if any); or

49.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **50 No right to inspect accounts and other records**

50.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Chamber, no person is entitled to inspect any of the Chamber's accounting or other records or documents merely by virtue of being a member.

#### **51 Provision for employees on cessation of business**

51.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Chamber or that subsidiary.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **52 Indemnity**

52.1 Subject to article 52.2, a relevant director of the Chamber or an associated company may be indemnified out of the Chamber's assets against:

52.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber or an associated company,

52.1.2 any liability incurred by that director in connection with the activities of the Chamber or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

52.1.3 any other liability incurred by that director as an officer of the Chamber or an associated company.

52.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

52.3 In this article:

52.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

52.3.2 a "relevant director" means any director or former director of the Chamber or an associated company.

### **53 Insurance**

53.1 The directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant director in respect of any relevant loss.

53.2 In this article:

53.2.1 a "relevant director" means any director or former director of the Chamber or an associated company,

53.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Chamber, any associated company or any pension fund or employees' share scheme of the Chamber or associated company, and

53.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.