

COMPANY NUMBER: NI652015

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

Special Resolution of

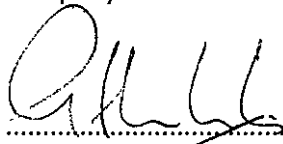
BELFAST CHAMBER OF TRADE AND COMMERCE LIMITED

(the "Company")

On the 22nd day of March 2018, the following resolution was agreed and duly passed by the members with unanimous consent at the Extraordinary General Meeting of the Belfast Chamber of Trade and Commerce held on Thursday, 22nd March at 12 noon at the Maldron Hotel Belfast City, 20 Brunswick Street, Belfast.

SPECIAL RESOLUTION

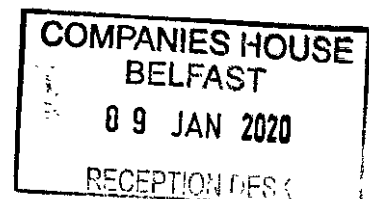
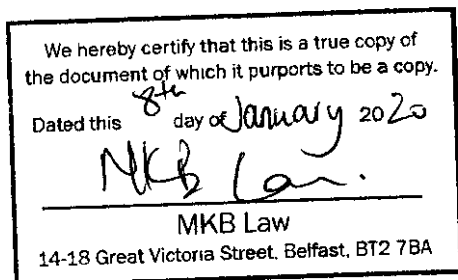
THAT, the enclosed draft regulations (the **New Articles**), be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.


Gordon McElroy

Director

31st March 2018

2018



THURSDAY



JNI *J8WBN377* 09/01/2020 #63
COMPANIES HOUSE

DATED 22nd March 2018

ARTICLES OF ASSOCIATION

OF

BELFAST CHAMBER OF TRADE AND COMMERCE LIMITED



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

ARTICLES OF ASSOCIATION
OF
BELFAST CHAMBER OF TRADE AND COMMERCE LIMITED

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Part 1: Interpretation and limitation of liability

1 Defined terms

1.1 In the articles, unless the context requires otherwise—

“articles”	means the Chamber's articles of association;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“chairman”	has the meaning given in article 20;
“chairman of the meeting”	has the meaning given in article 34.3;
“Chamber”	means the company and the expressions “Chamber” and “company” may be used interchangeably in these articles;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Chamber;
“company”	means Belfast Chamber of Trade and Commerce Limited;
“Council”	the Council shall be the board of directors of the Chamber and a reference to a meeting of the directors shall be a reference to a meeting of the Council;
“director”	means a director of the Chamber, and includes the Officers, the ordinary directors and any person occupying the position of director, by whatever name called;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“Honorary Treasurer”	the person who is from time to time elected by the members in general meeting to the office of Honorary Treasurer of the Chamber;
“Immediate Past President”	the person who was President of the Chamber immediately prior to the President;
“Junior Vice-President”	a person who is from time to time elected by the members in general meeting to the office of Junior Vice-President of the Chamber;
“member”	has the meaning given in section 112 of the Companies Act 2006;
“Officers”	means the President, the Senior Vice-Presidents, the Junior Vice-Presidents, the Immediate Past President, the Honorary Treasurer and the

	Nominated Past Presidents;
“ordinary directors”	means the directors appointed pursuant to article 8;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“participate”	in relation to a Council meeting, has the meaning given in article 18;
“Past President”	a person who has been a President of the Chamber whether or not that person remains a director of the Chamber;
“President”	the person who is from time to time elected by the members in general meeting to the office of President of the Chamber;
“proxy notice”	has the meaning given in article 40;
“Senior Vice-President”	a person who is from time to time elected by the members in general meeting to the office of Senior Vice-President of the Chamber;
“special resolution”	has the meaning given in section 283 of the Companies Act 2006;
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“writing”	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.

2 Liability of members

The liability of each member is limited to £1, 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 payment of the Chamber’s debts and liabilities contracted before he ceases to be a member,
- 2.2 payment of the costs, charges and expenses of winding up, and
- 2.3 adjustment of the rights of the contributories among themselves.

Part 2: Objects

3 The Chamber's Objects

3.1 The Chamber's objects are:-

- (a) 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;
- (b) to represent, express and give effect to the opinions of members and promote the interest of the Chamber's members as a whole;
- (c) 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 other papers as may the Council my decide to disseminate such information;
- (d) 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;
- (e) 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
- (f) 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

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

Part 3: Directors

The Council

5 The Council

The Council shall consist of:

- 5.1 the Officers; and
- 5.2 the ordinary directors.

6 Council meetings

- 6.1 In any period of 12 months there shall be not less than six meetings of the Council and the Chamber shall give notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 6.2 In addition to the Council meetings convened under article 6.1, any director may call a Council meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 6.3 Notice of any Council meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- 6.4 Notice of a Council meeting must be given to each director, but need not be in writing.
- 6.5 Notice of a Council 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.

APPOINTMENT OF DIRECTORS

7 Appointment of the Officers

- 7.1 Any person who is willing to act as an Officer, and is permitted by law to do so, may be appointed to be an Officer in accordance with this article 7.
- 7.2 At the annual general meeting of the Chamber the following Officers will be elected as directors of the Chamber by ordinary resolution:

- (a) the President;
- (b) up to two Senior Vice-Presidents;
- (c) up to two Junior Vice-Presidents; and
- (d) the Honorary Treasurer.

7.3 At the subsequent annual general meeting all Officers appointed as directors pursuant to article 7.2 must retire from office but shall be eligible for appointment as Officers or as ordinary directors.

7.4 If there is a vacancy in any of the Officers appointed under clause 7.2 then the Council may fill that vacancy from amongst their number Provided that:

- (a) in the first instance a vacancy in the office of President shall be filled from amongst the Senior Vice-Presidents;
- (b) in the first instance a vacancy in the office of Senior Vice-President shall be filled from amongst the Junior Vice-Presidents

but if there are no Senior Vice-Presidents or Junior Vice-Presidents available or willing to serve then the vacancy shall be filled from amongst the directors.

7.5 The Past Presidents shall have the right to nominate up to two of their number (in addition to the Immediate Past President) as directors of the Company by notice to the company to be received not less than two weeks prior to the general meeting referred to in article 7.1. If for any year the Past Presidents do not nominate new directors pursuant to this article 7.5 then each of the serving Nominated Past Presidents shall continue as directors of the Chamber until:

- (a) the Past Presidents nominate a Past President in his place; or
- (b) that Nominated Past President retires by notice in writing to the Council in which case the vacancy on the council may be filled by a Past President on the nomination of the Past Presidents.

7.6 On the appointment of a new President the Immediate Past President shall be appointed as a director.

8 Appointment and retirement of the ordinary directors

8.1 The number of ordinary directors shall not exceed eleven unless the Chamber by ordinary resolution from time to time resolves to increase or reduce that number.

8.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be an ordinary director:

- (a) by ordinary resolution at the annual general meeting or any other general meeting of the Chamber, or

- (b) up to two such persons may be co-opted to the Council as ordinary directors by a decision of the directors.

8.3 A person who has ceased to be an Officer shall be eligible to appointed as an ordinary director pursuant to article 8.1.

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

9 Nominations

The nomination of a person to serve as a director pursuant to article 7 or article 8 shall be made by or on behalf of a member in writing, endorsed with the acceptance of the person who has been proposed, and sent to the Chamber not less than one week (or such shorter time as the Chamber in general meeting may accept) before the general meeting at which the appointment is to be considered.

10 Retirement of ordinary directors by rotation

10.1 At the first annual general meeting all the ordinary directors must retire from office.

10.2 At every subsequent annual general meeting any ordinary directors:

- (a) who have been appointed by the directors pursuant to article 8.2(b) since the last annual general meeting, or
- (b) who were not appointed or reappointed at one of the preceding two annual general meetings

must retire from office.

10.3 A person who has retired from office pursuant to article 10.2 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

A person ceases to be a director as soon as:

- 11.1 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;
- 11.2 a bankruptcy order is made against that person;
- 11.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 11.4 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;

- 11.5 the director, without reasonable excuse, fails to attend at least half of the council meetings convened in any period of twelve months and the Council resolves that such person should be removed as a director;
- 11.6 that person's appointment comes to an end pursuant to article 7 (and that person is not reappointed pursuant to article 7 or article 8) or comes to an end pursuant to article 8; or
- 11.7 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.

DIRECTORS' POWERS AND RESPONSIBILITIES

12 Directors' general authority

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.

13 Members' reserve power

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

14 Executive Committee

- 14.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to an executive committee consisting of:
 - (a) the Officers;
 - (b) up to three ordinary directors elected by the Council.
- 14.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 14.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

15 Committees

- 15.1 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.
- 15.2 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.

DECISION-MAKING BY DIRECTORS

16 Directors to take decisions collectively

16.1 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 12.

16.2 If:

(a) the Chamber only has one director, and

(b) 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.

17 Unanimous decisions

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

17.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

17.3 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 Council meeting.

17.4 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.

18 Participation in Council meetings

18.1 Subject to the articles, directors participate in a Council meeting, or part of a Council meeting, when:

(a) the meeting has been called and takes place in accordance with the articles, and

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

18.2 In determining whether directors are participating in a Council meeting, it is irrelevant where any director is or how they communicate with each other.

18.3 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.

19 Quorum for Council meetings

- 19.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.2 The quorum for Council meetings may be fixed from time to time by a decision of the directors, but it must never be less than six including, at least, two Officers.
- 19.3 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:
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

20 Chairing of Council meetings

- 20.1 The President shall chair the meetings of the directors.
- 20.2 In the absence of the President the directors shall appoint a Senior Vice-President to chair the meeting of directors.
- 20.3 In the absence of the President and the Senior Vice-Presidents the directors shall appoint a Junior Vice-President to chair the meeting of directors.
- 20.4 In the absence of the President, the Senior Vice-Presidents and the Junior Vice-Presidents the directors shall appoint one of the other Officers to chair the meeting of directors.

21 Casting vote

- 21.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 21.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

22 Conflicts of interest

- 22.1 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.
- 22.2 But if paragraph 22.3 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.
- 22.3 This paragraph applies when:

- (a) the Chamber by ordinary resolution disappplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

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

22.5 Subject to paragraph 22.6, 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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

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

23 Records of decisions to be kept

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.

24 Directors' discretion to make further rules

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.

25 Directors' remuneration

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

26 Directors' expenses

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

- (a) meetings of directors or committees of directors, or
- (b) general meetings,

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

Part 4: Members

BECOMING AND CEASING TO BE A MEMBER

27 Initial Membership

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.

28 Applications for membership

28.1 No other person shall become a member of the Chamber unless:

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

28.2 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.

29 Annual Subscription

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

29.2 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.

29.3 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.

29.4 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.

29.5 Save in respect of article 43.1, 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.

- 29.6 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.

30 Termination of membership

- 30.1 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.
- 30.2 Membership is not transferable.
- 30.3 A person's membership terminates when that person dies or ceases to exist.

31 Expulsion of a Member

- 31.1 The directors may expel a member if:
- (a) the conduct of any Member is in the opinion of the Directors likely to be injurious to or discredit the Chamber or be objectionable in any respect; or
 - (b) the member has failed following written demand to pay the subscription due under article 29.
- 31.2 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.
- 31.3 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

32 Attendance and speaking at general meetings

- 32.1 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.
- 32.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.

- 32.3 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.
- 32.4 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.
- 32.5 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.

33 Quorum for general meetings

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

34 Chairing general meetings

- 34.1 The chairman of the Council shall chair general meetings if present and willing to do so.
- 34.2 If the Chairman of the Council is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present, or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 34.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

35 Attendance and speaking by directors and non-members

- 35.1 Directors may attend and speak at general meetings, whether or not they are members.
- 35.2 The chairman of the meeting may permit other persons who are not members of the Chamber to attend and speak at a general meeting.

36 Adjournment

- 36.1 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 chairman of the meeting must adjourn it.
- 36.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman 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.
- 36.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 36.4 When adjourning a general meeting, the chairman of the meeting must:
 - (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 36.5 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):
 - (a) to the same persons to whom notice of the Chamber's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 36.6 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

37 Voting: general

- 37.1 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.
- 37.2 Honorary members shall not be entitled to vote at a meeting of the members.

38 Errors and disputes

- 38.1 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.
- 38.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

39 Poll votes

- 39.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) 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.

39.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) 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.

39.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

39.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

40 Content of proxy notices

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

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) 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.

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

40.3 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.

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

- (a) 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

- (b) 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.

41 Delivery of proxy notices

- 41.1 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.
- 41.2 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.
- 41.3 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.
- 41.4 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.

42 Amendments to resolutions

- 42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) 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 chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Part 5: Assets and Dissolution

43 Dissolution

- 43.1 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 6: Administrative arrangements

ADMINISTRATIVE ARRANGEMENTS

44 Means of communication to be used

- 44.1 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.
- 44.2 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.
- 44.3 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.

45 Company seals

- 45.1 Any common seal may only be used by the authority of the directors.
- 45.2 The directors may decide by what means and in what form any common seal is to be used.
- 45.3 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.
- 45.4 For the purposes of this article, an authorised person is:
- (a) any director of the Chamber;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

46 No right to inspect accounts and other records

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.

47 Provision for employees on cessation of business

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

48 Indemnity

48.1 Subject to article 48.2, a relevant director of the Chamber or an associated company may be indemnified out of the Chamber's assets against:

- (a) 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,
- (b) 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),
- (c) any other liability incurred by that director as an officer of the Chamber or an associated company.

48.2 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.

48.3 In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Chamber or an associated company.

49 Insurance

49.1 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.

49.2 In this article:

- (a) a "relevant director" means any director or former director of the Chamber or an associated company,
- (b) 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
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.