

THE COMPANIES ACT ~~1985~~2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

Coventry & Warwickshire Chamber of Commerce

PRELIMINARY

INTERPRETATION

1. In these Articles:

1.1 the following words and phrases shall bear the meanings respectively assigned thereto:

- (a) **"the Act"** means the Companies Act ~~1985~~2006 and any statutory modification or re-enactment thereof for the time being in force
- (b) **"Adoption Date"** means the date of unconditional adoption of these Articles of Association
- (c) **"the Auditors"** means the auditors for the time being of the Chamber
- (d) **"the Board"** means the board of directors of the Chamber
- (e) **"Board Special Resolution"** means a resolution passed by a majority of not less than 75% of the Directors present at a quorate and properly convened Board meeting
- ~~(e)~~(f) **"the Chamber"** means the above named company
- ~~(f)~~(g) **"Branches"** means the four Branch Chambers in Warwickshire and the Coventry Branch as referred to in Article ~~8~~10 and "Branch" shall mean any one of them
- ~~(g)~~(h) **"Director"** means a member of the Board of the Chamber or a director as referred to in the Act
- ~~(h)~~(i) **"Member"** bears the meaning assigned thereto in the Act
- ~~(i)~~(j) **"the Office"** means the registered office of the Chamber
- ~~(j)~~(k) **"the President"** means the person appointed to such office pursuant to Article 40
- ~~(k)~~(l) **"these presents"** means these Articles of Association and the Memorandum of Association of the Chamber from time to time in force

(l) ~~“the Seal”~~ means the common seal of the Chamber

(m) ~~“the Secretary”~~ means any person appointed to perform the duties of the secretary of the Chamber

(n) ~~“the Vice-President”~~ means the person appointed to such office pursuant to Article 40.

(o) ~~“the Deputy Vice-President”~~ means the person appointed to such office pursuant to Article 40

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to ~~printing, lithography, photography and other modes of representing or reproducing words in a visible form~~ 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.
- 1.3 Words interpreting the singular number only shall include the plural number and vice versa.
- 1.4 Words importing the masculine gender shall include the feminine gender.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these presents.
- 1.6 References to an ~~“organization”~~ “organisation” shall be deemed to include (as the context so admits or requires) any company, firm or partnership.

OBJECTS

2. The Chamber is established for the objects stated in the Memorandum of Association.

HONORARY MEMBERS

3. The Board may from time to time invite distinguished persons to be honorary members of the Chamber on such terms as it thinks fit.

4. An honorary member shall not be required to pay any annual subscription or other monies to the Chamber, but he shall be entitled to all the rights and privileges of membership.

5. The Board may from time to time, remove the title and privileges of an honorary member.

MEMBERS

~~4.6.~~ For the purposes of registration the number of Members is declared to be unlimited.

~~5.7.~~ Membership shall be open to:

- (a) individuals who are in business on their own account (“**Individual Members**”);

- (b) companies, corporations, firms, partnerships and other organisations in or interested in commerce, industry or trade, charities, schools, universities and other educational establishments, and any other organisation that the Chamber's Board or membership executives consider suitable for membership ("Corporate Members");

8. 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 it is a Member or within one year after it ceases to be a Member, for:

8.1 payment of the Chamber's debts and liabilities contracted before he ceases to be a Member;

8.2 payment of the costs, charges and expenses of the winding up, and

8.3 adjustment of the rights of the contributories among themselves.

6.9. It shall be lawful for any person being a Member of the Chamber to guarantee any larger sum than £1 by executing a bond or subscription contract with the Chamber to that effect.

7.10.

7.10.1 The Chamber shall keep an accurate register of members of the Chamber available for inspection at the Office and which shall record, ~~for the purposes of Article 34.2 below,~~ the Branch to which the Member is affiliated. The Branches which have been established by the Chamber are:

- (a) the North Warwickshire Branch
- (b) the Rugby District Branch
- (c) the Mid-Warwickshire Branch
- (d) the South Warwickshire Branch
- (e) the Coventry Branch

A ~~Members-~~Member's affiliation to any Branch shall be determined by the address of that Member on the ~~raster~~ register of members or if any Member so elects, by notice in writing to the ~~Company~~ Chamber of that Member's desire to be affiliated to any other Branch.

7.210.2 Members of each Branch shall ~~elect-form~~ elect-form a Branch ~~Council-Committee~~ Council-Committee consisting of not less than six Members. ~~Candidates must be;~~ The terms and process for the formation of each Branch Committee shall be determined by the Board from time to time. A Member may not be on a Branch Committee of more than one Branch at any one time.

~~(a) — affiliated to the particular Branch concerned;~~

~~(a) — Individual Members or representatives of Corporate Members; and~~

~~(a) — Nominated by two other affiliated Members.~~

~~For the avoidance of doubt notwithstanding affiliation to more than one Branch, a Member may not accept nominations for the election to the Branch Council of more than one Branch at any one time. The timing of such elections shall be dealt with in accordance with the Bye-laws of each Branch.~~

ADMISSION OF MEMBERS AND SUBSCRIPTION

~~8.11.~~ The election of Members shall be by Resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasonsNew Members shall be admitted by the membership executives of the Chamber on payment of the membership fee. Delivery of the application to the Chamber shall be accompanied by the amount of the ~~entrance-membership~~ entrance-membership 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 decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription~~or membership executives of the Chamber, part of such payment may be postponed to a later date if determined by the Board or membership executives of the Chamber. The annual subscriptions payable by Members shall be such sums as may, from time to time, be determined by the Board or membership executives of the Chamber and shall become due and payable in each year on the first day of the month in which the application was made or on such other date or dates as may be determined by the Board or membership executives of the Chamber.

RIGHTS OF MEMBERSHIP

~~9.12.~~ Members paying their subscriptions shall be entitled to vote at general meetings of the Chamber. SubjectAny number of individuals representing a Corporate Member may attend and participate in general meetings of the Chamber, but subject to any Bye-Laws for the time being in force only the nominated representative of ~~an organisation~~a Corporate Member shall be entitled to ~~exercise the rights of membership~~vote on behalf of an organisation. The chairman of any general meeting of the Chamber shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said ~~rights~~right to vote.

NON-PAYMENT OF SUBSCRIPTIONS

~~10.13.~~ No Member whose subscription is in arrears shall be entitled to exercise the rights of membership and unless the Board otherwise determines, any Member whose subscription shall be more than 3 months in arrears shall ipso facto cease to be a Member and his name shall be struck off the register of members.

EXPULSION AND RETIREMENT OF MEMBERS

~~11.14.~~

~~11.14.1~~ 14.1 The Board may by majority resolution expel any Member at any time provided that:

- (a) 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
- (b) the ~~member~~ 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~~ 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.

~~11.214.2~~ Any ~~member~~ Member wishing to retire from the Chamber must give written notice to that effect to the ~~Secretary~~ Board or the membership executives of the Chamber one month at least before the date upon which his subscription for the following year shall next be due.

GENERAL MEETINGS

~~12.15.~~ The Chamber shall in each year hold an Annual General Meeting. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

~~13.16.~~ All general meetings other than Annual General Meetings shall be called ~~Extraordinary~~ General Meetings.

~~14.17.~~ The Board may, whenever they think fit, convene ~~an Extraordinary a~~ General Meeting and ~~Extraordinary~~ General Meetings shall also be convened on requisition in accordance with the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Chamber may convene ~~an Extraordinary a~~ General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

~~15.18.~~ An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least and all other meetings of the Chamber shall be called by fourteen days' notice in writing at the least. A notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. All notices shall be given in ~~the~~ manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the ~~Chamber in general meeting~~ Board to such persons as are, under the Articles of the Chamber, entitled to receive such notices from the Chamber.

~~16.19.~~ The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

~~17.~~20. All business transacted at general meetings shall be deemed special with the exception in the case of an Annual General Meeting of the consideration of the Accounts, ~~Balance Sheets~~ and the Reports of the Board and the Auditors, election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

~~18.~~21. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members present in person or by proxy shall be a quorum. The President shall preside as chairman at every general meeting of the Chamber, or if he should not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall preside as chairman or in his absence the Directors present shall elect one of their number to be chairman of the meeting.

~~19.~~22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to such other time and place as the chairman of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

~~20.~~23. The chairman of a general meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of ~~y~~the business to be transacted at an adjourned meeting.

~~21.~~24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded;

~~21.~~24.1 _____ by the chairman of the meeting; or

~~21.~~24.2 _____ by at least twenty five Members present in person or by proxy having the right to vote at the meeting.

~~22.~~25. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in ~~the book containing~~ the Minutes of Proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

~~23.~~26. ~~Except as provided in Article 27 if~~ If a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs and the result of the poll shall be deemed to be binding in respect of the resolution for which the poll was demanded.

~~24.~~27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

~~25. — Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in General Meeting may, if the Board so resolve, be determined by a ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Chamber duly convened and held.~~

VOTES OF MEMBERS

~~26.28.~~ Save as herein expressly provided no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Chamber in respect of his membership shall be entitled to vote on any question either personally or by proxy at any general meeting. Every Member shall have one vote.

~~27.29.~~ Votes may be given on a poll either personally or by proxy. On a show of hands any Individual Member present personally, or by proxy shall have a vote. A Corporate Member may vote by its duly authorised representative appointed as provided by Section ~~375-323~~ of the Act or by proxy. The Board may require evidence of the authority of the person claiming to act as a representative of an organisation which is a Corporate Member and such person shall not be entitled to attend and vote at a meeting of the Chamber and the Chamber may decline to accept any document, instrument or notice signed by such person, if that person or the organisation which he claims to represent fails to comply with any such request.

~~28.30.~~ The instrument appointing a proxy ~~shall~~ be in writing under the ~~land~~ hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised in that behalf.

~~29.31.~~ The Subject to the Act, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, ~~or a notarially certified or office copy thereof~~, shall be deposited at the registered office of the Chamber or at such other address and in such form as is specified in the notice calling the meeting not less than forty-eight hours before the time appointed for holding the meeting ~~or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.~~

~~30. — A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was~~

~~executed, provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the Office or at such other address as is specified in the notice calling the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.~~

~~31.~~32. A vote given or a document, instrument or notice signed by the duly authorised representative of an organisation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received at the Office before the commencement of the meeting or adjourned meeting at which the vote is given (or as the case may be) before the document, instrument, or notice takes effect.

~~32.~~33. Any instrument appointing a proxy shall be in the following form or ~~as near thereto as circumstances will admit~~such form as the Board determines:

"I/We

"of

"a member of Coventry & Warwickshire Chamber of Commerce

"hereby appoint

"of

"and failing him the chairman of the meeting

"to vote for me/us and on my/our behalf at the (Annual or ~~Extraordinary~~General Meeting, or Adjourned, as the case may be) General Meeting of the Chamber to be held on the [] day of [] 20[] and at every adjournment thereof

"As witness my/our hand this [] day of [] 20[]"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

TRANSITIONAL PROVISIONS

~~33. — For the period from the Adoption Date to the close of the 2001 Annual General Meeting, the maximum number of directors shall be seventeen and Article 34.1 shall not apply to such period. Immediately prior to the said 2001 Annual General Meeting, an election of the Board shall be held in accordance with Article 34.2, 34.3 and 34.4 and all the Directors (save~~

~~only those declared duly elected to the Board following such election) shall resign at the close of such Annual General Meeting.~~

COMPOSITION OF THE BOARD

34.

34.1 ~~As and from the close of the 2001 Annual General Meeting and unless~~ Unless or until otherwise determined by special resolution of the Members, the Board shall comprise not less than 12 and not more than 20 Directors of whom:

- (a) one Director shall be the Chief Executive of the ~~Company~~ Chamber and the sole Executive Director of the ~~Company~~ Chamber;
- (b) five Directors shall be Branch Directors (one from each of the five Branches listed in Article ~~7.1~~ 10.1);
- (c) ten Directors shall be Elected Directors;
- (d) four Directors shall be Co-opted Directors,

each being either Individual Members or a representative of a Corporate Member elected, nominated or co-opted as determined by the provisions of these Articles.

34.2 Each Branch Director in Article 34~~(b)~~ 1(b) above, shall be nominated ~~by and from each of elected by~~ the Branch ~~of Councils elected~~ Committee by those Members who are shown in the register of members as being affiliated to that particular Branch in accordance with Article ~~7.10~~. The Branch Directors shall serve for a fixed term of one year ~~(from the forthcoming Annual General Meeting)~~ and if willing and eligible may be nominated ~~and elected~~ by the Branch ~~Council~~ Committee for a further term of one year. The election of each Branch Director shall be completed at least eight weeks before the Annual General Meeting and the nomination and election process shall be determined by the Board from time to time.

34.3 The Elected Directors shall be elected by the Members without reference to Branch affiliation and subject to the provisions hereof; the Elected Directors shall serve for a fixed term of three years, ~~(immediately following the close of the 2001 Annual General Meeting, the President shall determine the order of the first rotation of the Elected Directors (other than the President and the Vice President in the event that either are an Elected Director) at subsequent Annual General Meetings.~~ If willing and eligible, Elected Directors may stand for election for a further three year term.

34.4 The Co-opted Directors shall be co-opted by the Branch Directors and the Elected Directors at such a time and as they shall think fit, save that all four Directors so co-opted shall be Members. Co-opted Directors shall serve for a 12 month term but each shall be eligible for the re-co-option for one ~~farther~~ further 12 month term at the discretion of the Branch Directors and the Elected Directors. The provisions of Article ~~37-36~~ do not apply to this Article 34.4.

35. Vacancies occurring among the Directors in any category may be filled by the Board at its sole discretion save that all Directors so appointed shall be Individual Members or a representative of a Corporate Member. Directors so appointed shall serve as such until the close of the Annual General Meeting next following. The Board shall have the power to act notwithstanding that any vacancy remains unfilled.
36. Retiring elected Directors ("**Retiring Directors**") shall be eligible for re-election upon expiry of their term of office in accordance with the provisions of Article 34. Thereafter at least one year shall elapse before a Retiring Director may stand for re-election.

ELECTION

- 37.1 At least eight weeks prior to the Annual General Meeting a list of Directors shall be sent to every Member indicating:
- (a) those Elected Directors who have vacated office and those who are eligible and willing to be re-elected;
 - (b) those Branch Directors nominated and elected in accordance with article ~~37.5 and 37.6~~ 34.2 to serve for 12 months from the forthcoming ~~AGM~~ Annual General Meeting; and
 - (c) those Co-opted Directors who have or who will be vacating office (if any).
- 37.2 Only Individual Members and representatives of Corporate Members may be nominated for election as Elected Directors. No person shall be submitted for election as an Elected Director unless:
- (a) he shall have agreed in writing to offer himself for election; and
 - (b) has been nominated by any five Members of the ~~Company~~ Chamber.
- 37.3 Candidates for election must be nominated on the official nomination paper kept at the Office as approved by the board from time to time. Nominations must be made on or before a date notified to Members not being less than 21 days from the circulation of the list of the vacating Directors. There shall be entered on a nomination paper, in addition to the candidate's name, his position in any Corporate Member nominating him.
- 37.4 If the number of candidates nominated for election and consenting to serve as Elected Directors shall not exceed the number of vacancies to be filled, such candidates shall be deemed elected and the result of such election declared at the next Annual General Meeting.
- ~~37.5 Each Branch Council shall immediately following the Annual General Meeting of each Branch nominate a Council Member to represent the Branch as a Branch Director.~~

37.5 The Branch Director for a particular Branch shall also be the chair of that Branch Committee.

37.6 The quorum for each Branch ~~Council~~ Committee Meeting shall be three Members affiliated to that Branch ~~and for the purposes of Article 37.5 the Branch Director shall be nominated by a majority of the Branch Council.~~

37.7 Each Branch will be bound by ~~its Branch Bye-laws but for the avoidance of doubt, the nomination of Branch Directors shall be held in sufficient time to enable the Company to circulate the list of Directors in accordance with Article 37.1~~ such rules as determined by the Board from time to time.

37.8 If on any occasion that elections to the Board are held it shall be apparent on the ~~dose~~ close of the nominations that there are insufficient candidates to fill any of the categories listed in Article 34.1(c) above then the Board shall appoint such Directors as it shall think fit to fill such vacant posts. Any such Director shall serve as such only until the close of the Annual General Meeting next following the date of his appointment.

VOTING

38.

38.1 If the number of candidates for the position of Elected Director exceeds the number to be elected, the Secretary shall issue voting papers to all Members. As a minimum, the voting papers shall list the names of all the nominees for the post of Elected Director as are vacant in that particular year having regard to the requirement for Elected Directors to retire by rotation. The Board may determine, in their absolute discretion, to use an electronic or online system to obtain the voting of Members in relation to the Director elections.

38.2 Subject to the forgoing provisions of this Article ~~39~~ 38, the voting papers shall be in the form determined by the Secretary. Voting papers must be returned to the office not less than 7 days before the Annual General Meeting, failing which they shall be invalid.

38.3 The Board may determine, in their absolute discretion, to use an electronic or online system to obtain the voting of Members in relation to the Director elections.

39. The Secretary and one Member appointed as scrutineer by the Board shall examine the voting papers prior to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared elected at the Annual General Meeting. In case of equality of votes, the President or in his absence the Vice-President shall have a casting vote. A declaration of the chairman of the Annual General Meeting of those persons elected to the Board shall be binding.

OFFICERS OF THE BOARD

40. ~~At the first Board Meeting following the 2001 Annual General Meeting following the adoption of these articles and thereafter at~~ the first board meeting following each ~~subsequent~~ Annual General

Meeting, the Branch Directors and the Elected Directors shall elect from amongst themselves a person who shall be known as the President of the Chamber, a person who shall be known as Vice-President of the Chamber and (if the Board determines) a person who shall be known as Deputy Vice-President of the Chamber; each of whom shall, subject to these Articles, hold office from the meeting at which he is elected until the close of the meeting at which his successor is elected under this Article 40. Subject to Article 41 and Article 42, the usual term of office for the President, Vice-President and Deputy Vice-President (if one is appointed) shall be 12 months from the ~~dose~~ close of the meeting at which the election took place (a "Term"). A retiring President, Vice-President or Deputy Vice-President may stand for re-election but for one further consecutive term only (a "Consecutive Term"). Thereafter at least two years shall elapse before he may stand for election for a further term as President, Vice-President or Deputy Vice-President. Nothing in this Article 40 shall prevent the Vice-President from standing for election as President for the term immediately following expiry of his term as Vice-President. Nothing in this Article 40 shall prevent the Deputy Vice-President from standing for election as Vice-President or as President for the term immediately following expiry of his term as Deputy Vice- President.

41. In the event that the Term or Consecutive Term of an incumbent President has been adversely affected by external circumstances beyond the control of the Chamber, the Board may in its absolute discretion extend the Term or Consecutive Term of such President by an additional 12 months.

41.42. The Board may remove the President, Vice-President or Deputy Vice-President from office as follows:

41.142.1 ~~From from~~ time to time any six of the Branch Directors and/or Elected Directors may requisition the Secretary, and upon requisition of the Secretary shall include in the notice for the next Meeting of the Board a resolution proposing that the term of office of the President, the Vice-President or the Deputy Vice-President shall be determined with immediate effect;

41.242.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the President, the Vice-President or the Deputy Vice-President to be heard. The Meeting will for the purposes of that resolution not be chaired by the officer in question. The resolution will then be put to the vote;

41.342.3 if the said resolution is passed, or in the event of death or resignation of the President, the Vice-President or the Deputy Vice-President; the Board shall forthwith appoint a replacement who shall hold office ~~from for~~ the determination remainder of the term for which his predecessor was elected ~~for the unexpired residue of that term and shall be entitled to be re-elected for two further terms.~~

DISQUALIFICATION OF MEMBERS OF THE BOARD

42.43. The office of Director shall be vacated:

~~42.1~~ ~~—If he becomes of unsound mind;~~

~~43.1~~ 43.1 if 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;

~~42.2~~43.2 if by notice in writing to the Chamber he resigns his office;

~~42.3~~43.3 if he ~~becomes~~ ceases to be a director by virtue of any provision of the Act or is prohibited from holding office by reason of any order made under the Act being a director by law;

~~42.4~~43.4 if he is removed from office by a resolution duly passed pursuant to Section ~~303~~ 168 or the Act;

~~42.5~~43.5 if he or (in the case of a representative of a Corporate Member) the organisation which he represents ceases to be a Member.

~~43.44.~~ The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the undermentioned circumstances:

~~43.1~~44.1 if he becomes bankrupt or he makes any arrangement or composition with his creditors;

~~43.2~~44.2 if he shall have been absent for at least four consecutive meetings of the Board without reasonable cause;

~~43.3~~44.3 if his employer (being a corporation) shall go into liquidation or shall have a receiver or administrative receiver appointed or an administration order made against it.

PROCEEDINGS OF THE BOARD

~~44.45.~~ The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the President, Vice-President, Secretary or Chief Executive. The President, Vice-President or any three Directors may at any time require the Secretary to convene a meeting of the Board. Meetings shall be convened by no less than three days' notice unless the President or the Chief Executive of the Board shall otherwise determine in order to deal with matters of urgency. The Board shall meet a minimum of four times per year, with a minimum of one meeting per quarter.

~~45.46.~~ Six members of the Board being either Branch Directors or Elected Directors (or such greater number as the Board may from time to time resolve) shall form a quorum.

~~46.47.~~ Subject to Article ~~41.3~~ 42.3 the President or in his absence the Vice-President or in their absence any other Director other than the Chief Executive shall chair all meetings of the Board and each Director shall have one vote. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

POWERS OF THE BOARD

~~47.48.~~ The Business of the Chamber shall be managed by the Board.

~~48.49.~~ Without prejudice to any provisions in these Articles the Board may:

~~48.1~~~~49.1~~ bring before any General Meeting any matters which it considers material to the objects or interest of the Chamber as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Chamber;

~~48.2~~~~49.2~~ take cognisance of any matter which may be brought before it affecting the Chamber or any of its Members.

~~49.50.~~ The Board may:

~~49.1~~~~50.1~~ delegate powers within stated terms of reference to the Chief Executive;

~~49.2~~~~50.2~~ approve the formation of area offices and branches;

~~49.3~~~~50.3~~ authorise the payment by the Chamber to the Board of all or any out of pocket expenses reasonably incurred by them in the performance of their duties.

~~50.51.~~ No Director may appoint another person as his alternate for any purpose whatsoever.

~~51.52.~~ All cheques, drafts, bills of exchange and receipts for moneys paid to the Chamber shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.

~~52.53.~~ The Board may make such Bye-Laws as may be necessary for regulating the nomination election and retirement of Directors, the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Chamber, the appointment of its own meetings, the proper supervision and use of the funds of the Chamber, the conduct of arbitrations, and the regulation of the Board, the sections (as hereinafter mentioned), and the committees and affairs of the Chamber provided they be not repugnant to or inconsistent with the terms of these presents. The Board may at any time and from time to time revoke or alter any of the said Bye-Laws provided that this shall not authorise the making, ~~re~~revoking or altering of any Bye-Laws without a ~~special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution~~Board Special Resolution. Any changes to the Bye-Laws that contravene or are inconsistent with the provisions of these Articles will require a passing of a special resolution of the Members.

DIRECTORS INTERESTS

~~53.54.~~ Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest ("**Interest**") of his, a Director notwithstanding his office:

~~53.1~~~~54.1~~ may be a party to, or otherwise interested in, any transactions or arrangement with the Chamber or in which the Chamber is otherwise interested;

~~53.2~~~~54.2~~ may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Chamber or in which the Chamber is otherwise interested; and

~~53.3~~54.3 shall not, by reason of his office, be accountable to the Chamber for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Provided always that a Director may not vote on any resolution or matter in which he has an interest as defined in Article 54 (Interest) and if he so votes his vote shall not be counted whether on a show of hands or on a poll.

~~54.55.~~ For the purpose of Article 54:

~~54.4~~55.1 a general notice given to the Board that a Director is to be regarded as having an Interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an Interest in any such transaction of the nature and extent so specified; and

~~54.2~~55.2 an Interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

~~54.3~~55.3 Director shall not be deemed to have an Interest in any matter or transaction unless he or any person connected with him shall derive or be likely to derive a financial or other benefit therefrom. For this purpose "~~connected person" shall mean the Directors' husband or wife (which shall include a former husband or wife or a reputed husband or wife) or relative which shall include brother, sister, uncle, aunt, nephew, niece, lineal ancestor or lineal descendant treating any relationship of the half-blood as a relationship of the whole blood and the stepchild or adopted child or any person as his child and an illegitimate child as the legitimate child of his mother and reputed father, and/or any person with whom the Director is in partnership or the husband or wife or relative of any individual with whom he is in partnership.~~" shall have the meaning given in section 1122 of the Corporation Tax Act 2010.

COMMITTEES OF THE BOARD

56. The Board may from time to time establish Committees from amongst its Directors and/or Members and shall constitute the same as it shall think fit (provided that at least one member of each Committee is a Director). The chair of any Committee shall, unless otherwise specified in these Articles, be determined by the Board.

57. The Board may delegate to the Committees such of its powers, authorities and discretions as it thinks fit and each such Committee may exercise the same accordingly subject to any Bye-laws, regulations or directions made or given by the Board.

58. The Chief Executive shall on the requisition of the Chair of a Committee at any time summon a meeting thereof. Subject as aforesaid, and to any regulations or directions applicable to it, the meetings and proceedings of each Committee shall be governed by the provisions of these Articles relating to meeting and proceedings of the Board so far as the same may be capable of being made applicable thereto.

THE FINANCE AND GENERAL PURPOSES COMMITTEE

59. The Board shall form the Finance and General Purposes Committee (the "F&GP Committee") (which shall be a Committee of the Board) which will be constituted with a minimum of two accountants, one solicitor, the President, the Vice President and the Chief Executive, and such other persons as the Board may determine from time to time. If the President and/or the Vice President are also an accountant or solicitor, they may be counted as such when determining the F&GP Committee's composition.
60. One member of the F&GP Committee shall be appointed as chair for a period of two years (subject to his agreement, such person may be reappointed without limit), save that the position of chair of the F&GP Committee shall not be held by the President, the Vice-President or the Chief Executive.
61. The quorum for meetings of the F&GP Committee shall be four members of the F&GP Committee.
62. The F&GP Committee shall meet a minimum of once each two months, with such additional meetings as are considered necessary by the chair.
63. The F&GP Committee shall have the authority to constitute further Committees of the Chamber, so long as such committees do not have delegated powers outside the powers of the F&GP Committee.

CHIEF EXECUTIVE

- 55.64. The Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The Board may from time to time by resolution appointment an Assistant or Deputy Chief Executive and any person so appointed may act in place of the chief Executive, if there be no Chief Executive or none capable of acting. The Chief Executive shall carry out such duties as are delegated to him from time to time by the Board.

COMPANY SECRETARY

- 56.65. Subject to Section 13(5)16(6) of the Act, ~~the Secretary and unless otherwise determined by the Board, the Chief Executive~~ shall be appointed as company Secretary by the Board ~~for such term~~ at such remuneration and on such conditions as the Board may think fit, ~~provided that no Director may occupy the salaried position of Secretary.~~ The Secretary may be removed by the Board or by the Chamber in general meeting.

- 57.66. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

STAFF AND AGENTS

- 58.67. Such officials and assistants as may be required including a Chief Executive shall be appointed by the Board on salaries to be fixed by the F&GP Committee (or such other committee to which the F&GP Committee may decide to delegate such decisions) and on terms to be fixed by the Board,

to carry out such terms to be fixed by the Board and to carry out such duties as are delegated by the Board from time to time.

~~59. — The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Chamber.~~

~~60.68.~~ The Board may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by the Chamber and to the wives, widows, children or other relations and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes, (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

TRADE ~~SECTIONS~~SECTORS

~~61.69.~~ The Board may establish a ~~Section~~ Sector from amongst the Members with a view to identifying and supporting the interests of any particular trade, industry or other activity.

~~62.70.~~ No resolution or any act of a ~~Section~~ Sector shall in any way bind the Board until such resolution or act shall have been confirmed by the Board or in General Meeting.

~~63.71.~~ All proceedings of ~~Sections~~ Sectors and their ~~Nations~~ relations to and connections with the Board shall be regulated by Bye-Laws to be approved amended and rescinded from time to time by the Board.

~~64.72.~~ The Board shall have power to dissolve any ~~Section~~ Sector so formed if it considers the ~~Section~~ Sector to be no longer representative of, or useful to, the trade, industry or other activity for which it was established provided that before any ~~Section~~ Sector is dissolved the Secretary shall give at least one month's notice of the Board's intention to the Members of the ~~Section~~ Sector so that they may have an opportunity of discussing the matter with the Board.

INDEMNITY AND INSURANCE

73. Subject to Article 74, a Director or former Director of the Chamber may be indemnified out of the Chamber's assets against:

~~65.73.1~~ Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or that Director in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the ~~affairs of the Chamber~~ Chamber;

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73.2 any liability incurred by that Director in connection with the activities of the Chamber in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or

THE SEAL

~~66.— The Seal shall not be affixed to any instrument save by authority of the Board and every instrument to which the Seal shall be affixed shall be signed by any two Directors or any Director and the Secretary as the Board shall decide from time to time and in favour of any Purchaser or person bona fide dealing with the Chamber such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.~~

73.3 any other liability incurred by that Director as an officer of the Chamber.

74. These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

75. The Directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any Director or former Director in respect of any relevant loss. In this Article, a "relevant loss" means any loss or liability which has been or may be incurred by a Director or former Director in connection with that Director's duties or powers in relation to the Chamber or any pension fund of the Chamber.

RECORDS

~~67.76.~~ The Board shall cause proper minutes to be made of all appointments of officers and of co-option of all Directors made by the Board and of the proceedings of all meetings of the Chamber and of the Board and of committees of the Board and of all business transacted at such meeting, signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient proof of the facts therein stated.

~~68.77.~~ A resolution in writing signed by all the Directors for the time being or all Members of any Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the Directors sitting on any such Committee.

GENERAL

~~69.78.~~ All acts bona fide done by any meeting of the Board or any Committee of the Board or any person acting as a member of the Board or Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every

such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or Committee.

ACCOUNTS

~~70.79.~~ The Board shall cause accounting records to be kept in accordance with Sections ~~221 to 223~~ 386 to 389 of the Act.

~~71.80.~~ The accounting records shall be kept at the Office, or, subject to Section ~~222~~ 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

~~72.81.~~ The Board shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the ~~company or any of them~~ Chamber shall be open to the inspection of Members and no Member shall have the right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in General Meeting.

~~73.82.~~ Once at least in every year the financial statements of the Chamber shall be examined and the correctness of those statements reported on by the Auditors. Auditors shall be appointed and their duties regulated in accordance with ~~Sections 236 to 237, 262 and 384 to 392~~ Part 16 of the Act, the members of the Board being treated as the Directors mentioned in ~~those Sections~~ that Part.

~~74.83.~~ At the Annual General Meeting in each year, the Board shall lay before the Chamber audited financial statements for the period since the last preceding accounts made up to a date not more than six months before such meeting together with a proper balance sheet made up as at the same date.

NOTICES

~~84.~~ Notices shall be in writing and may be served upon Members ~~either personally or by one of the following methods:~~

~~84.1~~ personally, by handing the notice to the Member or delivering it by hand to the address of the Member as entered in the Register of Members;

~~75.84.2~~ by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members; ~~or~~

~~84.3~~ by email to such email address as the Member shall have notified to the Chamber, by publication on the Chamber website or by other form of electronic communication.

~~85.~~ Where a notice is:

~~85.1~~ delivered personally, the notice shall be deemed to have been received at the time that it is handed to the Member or left at the address for such Member as entered in the register of Members;

~~76.85.2~~ ~~Where a notice is~~ sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been

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effected at the expiration of twenty four hours after the letter containing the same is posted;

85.3 sent by email, the notice shall be deemed to have been received at the time of transmission;

85.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

86. If deemed receipt under Article 85 would occur outside business hours in the place of receipt, it shall be deferred until business hours resume. In this Article 86, business hours means 9.00 am to 5.00 pm Monday to Friday on a day that is not a public holiday in the place of receipt and all references to time are to local time in the place of receipt.

COMPANY ADDRESS

~~77.~~87. No member shall use the title or address of the Chamber in communications or other documents intended for business use, publication in the press or otherwise provided that a reference only to the fact that he is a Member shall not be an infringement hereof.

WINDING UP

~~78.~~88. The provisions of Regulation 10 of the Memorandum of Association relating to winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated herein.

Summary Report	
Title	pdfDocs compareDocs Comparison Results
Date & Time	08/09/2022 11:19:52
Comparison Time	1.24 seconds
compareDocs version	v4.3.400.130

Sources	
Original Document	[#26959808] [v1] Articles of Association - Coventry Warwickshire Chamber of Commerce (Existing 2006 articles).docx
Modified Document	[#27201465] [v1] DRAFT UPDATED Articles of Association - Coventry Warwickshire Chamber of Commerce (WH) - 08.09.2022 (clean).docx

Comparison Statistics	
Insertions	76
Deletions	44
Changes	83
Moves	2
Font Changes	0
Paragraph Style Changes	0
Character Style Changes	0
TOTAL CHANGES	205

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