

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
GREATER MANCHESTER CHAMBER OF COMMERCE 2025

Adopted on

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PRIVATE COMPANY LIMITED BY GUARANTEE
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Interpretation

1 In these articles of association:

- (a) the following words and phrases shall bear the meanings respectively assigned thereto:

Act means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;

Articles means the articles of association of the Chamber;

Auditors means the auditors for the time being of the Chamber;

Board means the board of directors of the Chamber;

Chamber or **Company** means Greater Manchester Chamber of Commerce 2025, company number 16572968;

Chamber Assembly means the assembly of the Chamber constituted in accordance with Article 38;

Chamber Member means a member of the Chamber;

Chief Executive Officer means the person appointed by the Board to be the Chief Executive Officer of the Chamber;

Committee/Group Chair means a member of the Chamber that has specific responsibilities as a Chair of a sector specific or policy group set up by the Board, as referred to at Article 73;

Constitution means the Articles and the Memorandum of Association of the Chamber from time to time in force;

Director means a director of the Chamber;

Greater Manchester means the geographic area comprising the ten local authorities—Bolton, Bury, Manchester, Oldham, Rochdale, Salford, Stockport, Tameside, Trafford and Wigan—and is formally recognised as the area for which the Greater Manchester Combined Authority holds strategic responsibility;

Honorary Life Member means a person appointed as such in accordance with Article 8;

Local President means a president appointed in accordance with Article 75;

Nominations Committee means the committee of the Board duly constituted as such;

President means the President of the Chamber, elected in accordance with Article 37;

Seal means the common seal of the Chamber;

Secretary means any person, appointed to perform the duties of the secretary of the Chamber; and

Vice President means a Vice President of the Chamber, elected in accordance with Article 37.

- (b) 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.
- (c) Words interpreting the singular number only shall include the plural number and vice versa
- (d) Words importing the masculine gender shall include the feminine gender.
- (e) 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 the Constitution.
- (f) References to an **organisation** shall be deemed to include (as the context so admits or requires) any company, corporation, firm, unincorporated association or partnership.

Objects

2 Pursuant to section 28 of the Act the following provisions (previously contained in the Chamber's Memorandum of Association) are instead included in the Articles.

- (a) The objects for which the Chamber is established are:
 - (i) to promote and protect the trade commerce and industry art science education charity transport and any profession in Greater Manchester and surrounding districts and to promote and protect the home and overseas trade, commerce and industry of the United Kingdom and anything incidental or conducive to any of those objects;
 - (ii) to consider all questions connected with the United Kingdom trade commerce and industry and to collect and circulate, by means of circulars, pamphlets,

magazines or journals, electronic communication, commercial statistics and information relating thereto and to publish such statistics and information;

- (iii) to promote support or oppose United Kingdom or foreign legislation or other measures affecting trade commerce and industry;
- (iv) to promote and provide vocational education and training and retraining of the public and temporary work schemes of any nature, whether associated with the provision of training or otherwise, to improve the skills of the workforce and to promote the development of industry and commerce and enterprise of all forms for the benefit of the community in and around Greater Manchester and surrounding districts and in furtherance of these objects and for these purposes (but without prejudice to the generality of the foregoing) to:
 - (A) provide and develop business services to members and others;
 - (B) examine the local labour market and assess key skill needs, prospects for increasing local employment and the adequacy of existing training opportunities;
 - (C) devise implement and monitor local training education and work experience programmes for young people unemployed people and adults requiring new knowledge skills and technical training;
 - (D) develop secure and provide training advisory consultative and other support services and advice to and for local businesses; and
 - (E) promote the development of existing businesses and the establishment of new businesses;
- (v) to promote the interest generally of United Kingdom trade commerce and industry by establishing and operating or helping to establish and operate whether by giving financial support or otherwise exhibition centres and trade fairs both at home and abroad;
- (vi) to promote support and protect local economic development, strategic planning and strategic direction in the fields of economic development and education;
- (vii) to found and administer scholarships and bursaries for the training and development of young persons in business or international trade;
- (viii) to act as arbitrator in the settlement of disputes arising out of commercial transactions.

And it is hereby declared that the objects of the Chamber as specified above shall be separate and distinct objects of the Chamber and shall not be in any way limited by reference to any other paragraph of this Article 2(a) or the order in which the same occur or to the name of the Chamber.

- (b) In furtherance of the said principal objects and anything incidental to or conducive to any of those objects the Chamber shall have the following express powers:

- (i) to purchase, lease, hire or otherwise acquire and also (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein);
- (ii) to rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities;
- (iii) to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Chamber by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Chamber may think fit;
- (iv) to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any rights or privileges necessary or desirable for any of the purposes of the Chamber) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise than in the state in which it may be at the time of such acquisition or to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same;
- (v) either with or without security, to give financial assistance by way of loans donations or subscriptions or otherwise to any individual firm or company;
- (vi) to compile print publish or otherwise disseminate or procure the compilation printing publication or other dissemination gratuitously or otherwise of any reports journals periodicals books newspapers pamphlets leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show films and video tapes or to procure the broadcasting televising or the making issuing and showing of films and video tapes;
- (vii) to establish, undertake and execute any trusts, which may lawfully be undertaken by the Chamber;
- (viii) to establish, finance and manage in the United Kingdom any body association or organisation (whether incorporated or unincorporated);
- (ix) to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Chamber and for procuring contributions by way of donations, subscriptions, devises and bequests in any other manner from time to time permitted by law;
- (x) generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons by way of subscription donation (including deeds of covenant) and otherwise;
- (xi) to establish, promote or encourage the formation of or to affiliate amalgamate support combine or co-operate and exchange information with any other

person and to liaise, communicate, co-operate or co-ordinate with any person in all or in any parts of the world;

- (xii) to subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof or interests therein;
- (xiii) to transfer any property whether real or personal to any person whether for some specific object or purpose or for a general object or purpose;
- (xiv) to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Chamber) for any borrowing by or the performance of the contracts or obligations of any person;
- (xv) to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisers of the Chamber and any other person;
- (xvi) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (xvii) to draw, make, accept, endorse, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- (xviii) to invest moneys of the Chamber not immediately required for its purposes in or upon any investments, securities or property as may be thought fit;
- (xix) to invest in and hold an interest in a wholly-owned subsidiary company or in a joint venture company of which the Chamber is a member holds shares or partly own undertake by arbitration or otherwise the settlement of disputes arising out of trade, commerce and industry;
- (xx) to subscribe to and promote the objects of any society or association having similar objects to all or any of the objects of the Chamber and which by its constitution prohibits the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Chamber by Articles 2(d) and 2(f) hereof and to encourage and support any society, association or movement not formed for or involving profit of any kind for the improvement of commercial law;
- (xxi) to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Chamber or calculated to further its objects and where such society or association is a body corporate to promote its incorporation or to subscribe to its shares upon incorporation or to acquire all or any part of the share capital after incorporation;
- (xxii) to undertake and carry out alone or jointly with others the office or offices and duties of trustee, custodian trustee, attorney or nominee of or for any person,

association, scheme, trust fund or any member and to undertake and execute any trusts which may lawfully be undertaken by the Chamber and may be conducive to its objects and as such trustee aforesaid to receive payments and commissions for acting as trustee or custodian trustee and in the execution and management of any pension scheme;

- (xxiii) without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and to give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with any International Conventions which may from time to time be ratified by the Government of the United Kingdom;
- (xxiv) to conduct any trade business or franchise in furtherance of or incidental or conducive to the attainment or financing of the above objects;
- (xxv) to do all such other things as the board of directors may consider to be incidental or conducive to the attainment of the above objects or any of them provided that:
 - (A) in case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
 - (B) the Chamber's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
 - (C) in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the directors or trustees of the Chamber shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such directors or trustees would have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or Charity Commission over such directors or trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated.
- (c) The income and profits of the Chamber however derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in the Articles and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Chamber provided that nothing herein shall prevent any payment in good faith by the Chamber:
 - (i) of reasonable and proper remuneration to any Director, Chamber Member, officer or servant of the Chamber for any services rendered to the Chamber;

- (ii) of a reasonable and commercial rate of interest on money lent to the Chamber; and
 - (iii) of reasonable and proper rent for premises demised or let by any Chamber Member.
- (d) The income and profits of the Chamber may be used to promote support or oppose any United Kingdom, European Union or foreign legislation or other measures or to engage in lobbying activities the primary or principal purpose of which is to influence the executive functions of any governmental or local authority. Having been instituted (inter alia) for these purposes the Chamber shall not become affiliated to or subscribe any of its funds to any political party.
- (e) Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event that the same being wound up while such member is a member or within one year after such member ceases to be a member for payment of the debts and liabilities of the Chamber contracted before such member ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding £1.
- (f) If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other association body or bodies (whether corporate or not) or a trust having objects similar to the objects of the Chamber and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of Regulation 5 hereof, such association, body or bodies (whether corporate or not) or trust to be determined by the Chamber Members and approved by the Association of British Chambers of Commerce at or before the time of winding up or dissolution of the Chamber In default of any such determinations or approvals being forthcoming as aforesaid or in the case of any question arising as to the proper destination of any such assets the same shall be referred to the decision of the Courts of England and Wales.
- (g) The provisions of Article 2(f) and this Article 2(g) may not be altered or deleted by resolution of the Chamber Members or otherwise.

Chamber Members

- 3 For the purposes of registration the number of Chamber Members is declared to be unlimited.
- 4 The subscribers to the Memorandum of Association and such other persons (meeting the criteria for membership referred to below) as the Board shall admit to membership of the Chamber shall be Chamber Members. For the avoidance of doubt those persons who are from time to time designated or described as *associate members* or *affiliate members* by the Board may make such references to that status as the Board may from time to time allow, but shall not by reason of the same be admitted as a Chamber Member or obtain any rights as Chamber Member under the Articles.
- 5 The persons eligible for admission as Chamber Members shall be self-employed individuals who are in business on their own account, companies, firms, organisations and members of professions who have an interest in trade, industry and commerce and individuals who have

been proprietors, directors, partners or officers (as the case may be) in or of Chamber Members and who are no longer actively engaged in business, trade or profession and any other individuals whom the Board may in its absolute discretion admit to membership of the Chamber.

- 6 It shall be lawful for any person being a Chamber Member to guarantee any larger sum than £1 by executing a bond or subscription contract with the Chamber to that effect.
- 7 The Chamber shall keep an accurate register of Chamber Members. The register may be inspected by any Chamber Member at the registered office of the Chamber.

Honorary Life Members

- 8 The Board may from time to time invite distinguished persons to be Honorary Life Members of the Chamber on such terms as it thinks fit. Any person who accepts such an invitation shall be a Chamber Member for the purposes of the Articles.

Admission of Chamber Members

- 9 Unless waived by the Board in any particular case and for such period as the Board shall determine application for membership of the Chamber shall be made in writing in such form as may be required from time to time by the Board and shall, if such application is accepted, constitute acceptance of and an undertaking to be bound by the Constitution. Applications shall be reported to the Board or a committee of the Board which shall be empowered to accept, defer, decline or ratify applications on a majority vote. Acceptance of an application together with payment of the specified subscription shall constitute membership of the Chamber. The Board need not give a reason for declining to accept a potential member but nothing herein contained shall entitle the Board to discriminate in any way between applicants by reason of their gender, sexual orientation, marital or civil partner status, gender reassignment, race, colour, nationality, ethnic or national origin, religion or belief, disability or age.

Subscriptions

- 10 The periodic subscriptions and a joining fee (if any) payable by Chamber Members shall be such sums due for such periods of membership as may, from time to time, be determined by the Board and shall become due and payable on the first day of each relevant period or on such other date or dates as may be determined by the Board.

Rights of Chamber Membership

- 11 Chamber Members who have paid all subscriptions that have fallen due for payment by them shall be entitled to vote at general meetings of the Chamber. Subject to any Bye-Laws for the time being in force only the nominated representative of a member organisation shall be entitled to exercise the rights of membership on behalf of that organisation. The Chair 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.

Non-Payment of Subscriptions

- 12 No Chamber Member whose subscription is in arrears shall be entitled to exercise the rights of membership and unless the Board otherwise determines, any Chamber Member whose subscription shall be more than 3 months in arrears shall *ipso facto* cease to be a Chamber Member and their name shall be struck off the register of Chamber Members.

Retirement/Expulsion of Chamber Members

13

- (a) Any Chamber Member wishing to retire from the Chamber must give written notice to that effect to the Secretary at least one month before the date upon which their subscription for the following period shall next be due.
- (b) Any Chamber Member who, in the opinion of the Board, ceases to meet the criteria for membership contained in Article 5 shall cease to be a Chamber Member with effect from the last day of the period for which they have previously paid their subscription amounts.
- (c) The Board, in its absolute discretion, may determine the membership of any Chamber Member provided that at least fourteen days' notice of the proposed resolution to terminate the membership has been given to the Chamber Member who shall be given a reasonable opportunity to attend the meeting of the Board at which such resolution is to be proposed and to be heard in answer to the resolution, and provided further that not fewer than three-quarters in number of the Directors present and entitled to vote, vote in favour of the resolution.

General Meetings

- 14 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.

15

- (a) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or (where relevant) vote at it.
- (b) In determining attendance at a general meeting, it is immaterial whether any two or more representatives or proxies of Chamber Members attending it are in the same place as each other. References in these Articles to "attendance" or "in attendance" or "attends" or "attend" or "present" or "is present" at any general meeting (whether a physical meeting or hybrid meeting) shall be construed accordingly.
- (c) Two or more persons who are not in the same place as each other attend or are in attendance at a general meeting if their circumstances are such that if they have (or were to have) rights to speak and (where relevant) vote at that meeting, they are (or would be) able to exercise them.
- (d) 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.
- (e) A person is able to exercise the right to vote on behalf of a Chamber Member at a general meeting when:
 - i. that person is able (in accordance with Article 22 and 23) to vote, during the meeting, on resolutions put to the vote at the meeting, and

- ii. 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.

Notice of General Meetings

- 16 An annual general meeting and a general 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 general meetings 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 whether the meeting will be a physical only meeting or a hybrid meeting, the place, the day and the hour of meeting and (in the case of a hybrid meeting only) the electronic platform(s) to be used, in case of special business, the general nature of that business. All notices shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Chamber in general meeting to such persons as are, under the Constitution, entitled to receive such notices from the Chamber.

Notwithstanding the foregoing a general meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Chamber Members entitled to attend and vote thereat;
 - (b) in the case of any other meeting, by a majority in number of the Chamber Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety percent of the total voting rights of all the Chamber Members present at such meeting and entitled to attend and vote thereat.
- 17 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

- 18 Save where expressly stated to the contrary in the Articles 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 officers, Directors and members of the Chamber Assembly and the appointment of and the fixing of the remuneration of the Auditors.
- 19 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, the Chamber Members present shall be a quorum provided always that at any such general meeting at least seventy five per cent of the Chamber Members present (whether in person, or by proxy, or by their duly authorised representative) shall be persons who meet one or more of the criteria specified in Article 5. The President shall preside as Chair at every general meeting, but if the President should not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, a Vice President shall preside as Chair and in the absence of the President or any Vice President the Directors present shall elect one of their number to be Chair of the meeting.
- 20 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Chamber Members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week, at the same time

and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Chamber Members present shall be a quorum.

21 The Chair may, with the consent of any general 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 the business to be transacted at an adjourned meeting.

22 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:

(a) by the Chair of the meeting; or

(b) by at least five Chamber Members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chair 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 that 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 Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting in respect of the resolution for which the poll was demanded.

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

25 A poll demanded on the election of a Chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26 Subject to the provisions of the Act a resolution in writing signed by all the Chamber Members for the time being entitled to receive notice of and to attend and vote at a general meeting of the Chamber shall be as valid and effective as if the same had been passed at a general meeting of the Chamber duly convened and held.

27 Any matter or thing which may under the Constitution be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Board so resolves, be determined by a postal 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 Chamber 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.

(a) Nothing in these Articles prevents a general meeting being held either as:

(i) a general meeting held and conducted by physical attendance by Chamber Members (by their duly appointed representatives or proxies) at a particular place (a "physical meeting"); or

- (ii) a general meeting held and conducted by both physical attendance by Chamber Members (by their duly appointed representatives or proxies) and by Chamber Members (by their duly appointed representatives or proxies) also being able to attend and participate by electronic means without needing to be in physical attendance at that place (a “hybrid meeting”).
- (b) The Board shall in its discretion determine whether a general meeting is to be held as a physical meeting or as a hybrid meeting.
- (c) Chamber Members or their proxies or duly authorised representatives present shall be counted in the quorum for, and entitled to vote at, a hybrid meeting, and that meeting shall be duly constituted and its proceedings valid, if the chair of the meeting is satisfied that adequate facilities are available throughout the hybrid meeting to ensure that Chamber Members (by their duly appointed representatives or proxies) attending the hybrid meeting who are not present together at the same place may:
 - (i) participate in the business for which the meeting has been convened;
 - (ii) hear all persons who speak at the meeting; and
 - (iii) be heard by all other persons at the meeting.
- (d) Without prejudice to Article 27(e), any interruption to the electronic participation of, or technology failure on the part of, one or more Chamber Members (or their proxies or duly authorised representatives as the case may be) shall not affect the validity of the meeting or any business transacted at it.
- (e) If it appears to the chair of the hybrid meeting that the electronic platform(s), facilities or security at the hybrid meeting have failed or have become inadequate for the purposes referred to in Article 27(c), the chair may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at the general meeting up to the time of an adjournment shall be valid and the relevant provisions of Article 21 shall apply to and in respect of that adjournment.

Votes Of Chamber Members

- 28 Save as herein expressly provided, only those Chamber Members duly registered as such and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Chamber in respect of their membership of the Chamber shall be entitled to vote, whether in person or by proxy or by duly authorised representative, on any resolution put to any general meeting.
- 29 On a show of hands and on a poll each Chamber Member present in person or by proxy or (in the case of an organisation) by its duly authorised representative appointed as provided by Section 323(1) of the Act shall have one vote. The Board may require evidence of the authority of the person claiming to act as a representative of an organisation which is a Chamber 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 they claim to represent fails to comply with any such request.
- 30 Subject to the provisions concerning use of electronic proxy forms in Article 31, the instrument appointing a proxy shall be in writing under the hand of the appointor or their 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 regard.

- 31 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 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. As an alternative to delivering a hard copy instrument, a member may appoint a proxy electronically by emailing a scan of such an instrument (duly completed) to the Chamber's email address as specified in the relevant notice of meeting (or otherwise stated to be used for such purpose on the Chamber's website) or by such other electronic communication or completion of a proxy form on the Chamber's website as the Chamber may permit from time to time. For an electronically communicated proxy appointment to be valid, the appointment must be received by the Company no later than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote.
- 32 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity 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 registered office of the Chamber 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.
- 33 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 by the Chamber 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.
- 34 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I/We

"of

"a member of Greater Manchester Chamber of Commerce

"hereby appoint the President of the Chamber

"and failing them,

"of

"to vote for me/us and on my/our behalf at the [Annual] [Adjourned] General Meeting of the Chamber to be held on the [] day of [] 20[] and at every adjournment thereof

I/We direct my/our proxy to vote on the following specific resolutions as I/we have indicated below (if any). If no indication is given, my/our proxy will vote or abstain from voting at their or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

[Insert directions on any specific resolutions that the member wishes to give to his/her proxy]

Signed this [day of [] 20[]"

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

Officers of the Chamber

- 35 At each annual general meeting of the Chamber a President and up to four Vice-Presidents shall be elected by the Chamber Members and shall hold office until the close of the next following annual general meeting of the Chamber, at which time, subject to Article 36, each such person shall be eligible for re-election.
- 36 A person shall not serve more than two consecutive terms as President unless in exceptional circumstances, the incumbent President is requested by the Board to remain in office for a third (and final) consecutive term and this is approved by the Chamber Members in a general meeting.
- 37 The following process shall apply to the election of the President and Vice Presidents.
- (a) Candidates for election as President or Vice President must be proposed by or on behalf of a Chamber Member in writing and seconded by or on behalf of a Chamber Member in writing, such nominations to be received at the registered office of the Chamber not less than 42 days before an annual general meeting. Such nominations to be considered by Nomination Committee for approval to the Board.
 - (b) Not less than 28 days before the annual general meeting the Board shall select from the nominations received pursuant to Article 37(a) one or more candidates for each office.
 - (c) The names of the candidates nominated by the Board and of their proposers and seconders shall be made available for inspection by Chamber Members at the registered office of the Chamber during ordinary business hours for not less than 14 days before the annual general meeting.
 - (d) In respect of each office the Chamber Members present at the annual general meeting shall decide, by means of separate votes taken on ordinary resolutions put to the meeting, whether to accept each of the candidates nominated by the Board.
 - (e) If a majority of Chamber Members present and voting at the annual general meeting do not pass any ordinary resolution for the election of any candidate nominated by the Board in respect of any office:
 - (i) the office shall not be filled and the election shall be postponed to a subsequent general meeting which shall be called by the Board within 14 days, and shall take place within 42 days, following the annual general meeting;
 - (ii) the previous holder of the office shall remain in office until a new candidate has been elected at a general meeting, but if the previous holder is unable or unwilling to remain in office the Board may nominate any other person to hold that office pending such election;

- (iii) Articles 37(c) and 37(d) shall apply to the postponed election, save that any reference to the annual general meeting shall be construed as a reference to the subsequent general meeting and save that candidates proposed pursuant to Article 37(a) shall be eligible for consideration by the Board as candidates for election without the need for renewal of the proposal and seconding of such candidates.
- (f) If a majority of Chamber Members present and voting at the general meeting convened under Article 37(e) decide not to elect any candidate nominated by the Board in respect of any office a second general meeting shall be convened and Article 37(e) shall apply thereto.
- (g) If a majority of Chamber Members present and voting at the second general meeting convened under Article 37(f) decide not to elect any candidate nominated by the Board in respect of any office the Chamber Assembly shall appoint any person whom it thinks fit to fill the said office.
- (h) In the event of any President or Vice President ceasing to hold office during their period of tenure the Board may appoint any other person to hold that office until the next following annual general meeting.

Chamber Assembly

- 38 There shall be an assembly of the Chamber consisting of:
- (a) the President;
 - (b) each of the Vice Presidents;
 - (c) the Immediate Past President of the Chamber, for so long as their successor as President of the Chamber holds office as such;
 - (d) each of the Local Presidents and Local Vice Presidents representing their Local Area as per Article 73; each of the Chairs of the Committees/Groups constituted pursuant to Article 71; up to 20 Chamber Members elected in the manner provided below;
 - (e) up to 10 Chamber Members co-opted by the Chamber Assembly;
 - (f) anyone who has previously served as the President of the Chamber; and
 - (g) each Honorary Life Member.
- 39 The Board may from time to time nominate any other organisation whose chair or president (as the case may be) shall be invited to join the Chamber Assembly and may at any time withdrawn any such nomination.
- 40 Any Chamber Member shall be eligible for election, co-option or appointment to the Chamber Assembly.
- 41 Subject to the provisions of the Articles, a member of the Chamber Assembly shall hold such office for a term of three years, ending on the day of the third annual general meeting following their election or last re-election, save that any member of the Chamber Assembly who has at any time previously served for three consecutive three year terms shall hold such office for a term of one year, ending on the day of the first annual general meeting following their last re-election.

- 42 Any person who ceases to be a Chamber Member (or ceases to be a duly authorised representative of an organisation which is a Chamber Member) shall immediately cease to be a member of the Chamber Assembly.
- 43 A member of the Chamber Assembly may be removed from such position by the Board of Directors, if the Board of Directors, acting reasonably, consider that the actions of the relevant member of the Chamber Assembly are inconsistent with the values of the Chamber and/or are likely to bring the Chamber into disrepute. Such removal as a member of the Chamber Assembly shall take effect by notice in writing to such member of the Chamber of Assembly on the date specified in such notice.
- 44 In the event of a casual vacancy occurring amongst the elected members of the Chamber Assembly between one annual general meeting and the next, the Chamber Assembly may appoint any Chamber Member to fill the vacancy. The person so appointed shall hold office only until the next annual general meeting after their appointment but shall be eligible for election if otherwise still eligible as a Chamber Member.
- 45 At each annual general meeting:
- (a) each elected member of the Chamber Assembly who has served for a term of 3 years since the general meeting at which they were last elected; and
 - (b) each elected member of the Chamber Assembly who has at any time previously served for three consecutive three year terms;
- shall retire from membership of the Chamber Assembly. The term "year" in this context shall mean the period between one annual general meeting and the next. A retiring member of the Chamber Assembly may stand for re-election provided they remain eligible by virtue of Article 40.
- 46 Any person co-opted to membership of the Chamber Assembly pursuant to Article 38(e) shall cease to hold such office at the conclusion of the first Chamber Assembly meeting after the annual general meeting next following their co-option but shall be eligible for further co-option.
- 47 The following procedure shall apply for election of Chamber Members to the Chamber Assembly:
- (a) Candidates for election as members of the Chamber Assembly must be proposed and seconded by or on behalf of Chamber Members in writing, and such nominations must be received at the registered office of the Chamber not less than 28 days before the annual general meeting. The names, addresses, business addresses, and occupations of the candidates, together with the names of their proposers and seconders, shall be made available for inspection by Chamber Members at the registered office of the Chamber during ordinary business hours.
 - (b) Whenever the number of eligible candidates duly proposed and seconded equals the number of vacancies, those nominated shall be declared to have been duly elected.
 - (c) If there are fewer candidates nominated than there are vacancies, those nominated shall be declared to have been duly elected and the remaining vacancies may be filled by the Chamber Assembly at its first meeting following the annual general meeting from among eligible Chamber Members, without previous nominations. Any person so appointed shall hold office only until the next annual general meeting after

their appointment but shall be eligible for re-election if otherwise still eligible by virtue of Article 40.

- (d) If there are more eligible candidates duly proposed and seconded than there are vacancies to be filled, then at least 14 days before the annual general meeting a voting paper in a form approved by the Board and including the names of the candidates and the number of vacancies to be filled shall be sent to every Chamber Member in the manner laid down in Articles 98 and 99 for the dispatch of notices, to enable the Chamber Member to record their nomination of Chamber Members to fill such vacancies.
 - (e) Each voting paper to be included in the count shall be duly signed by or on behalf of the Chamber Member and returned to the registered office of the Chamber not later than 5pm on the third business day prior to the annual general meeting.
 - (f) The election of members of the Chamber Assembly pursuant to this Article 47 shall take effect from the close of the annual general meeting immediately following their election.
- 48 The Chamber Assembly shall meet no less than two times in each calendar year. The President shall be the Chair of the Chamber Assembly, and the person(s) referred to in Article 38(b) shall be the deputy Chair(s) of the Chamber Assembly. Attendance at Assembly meetings shall be open to all Chamber Members and any identified person from a non-member business or organisation.
- 49 The following process shall apply to the election of Directors by the Chamber Assembly:
- (a) At its first meeting after each annual general meeting the Chamber Assembly shall nominate sufficient Chamber Members who are elected members of the Chamber Assembly to fill any vacancies amongst the Board positions referred to in Article 50(e).
 - (b) The names of the Chamber Members to be nominated shall be communicated by the President to a meeting of the members of the Nominations Committee, which shall be requested by the Board to give due consideration to the composition of the Board and the experience and expertise of the Chamber Members so nominated and to propose any or all of those Chamber Members, or other Chamber Members considered by it to be appropriate candidates, for nomination as Directors. This meeting shall take place 28 days before the date of the AGM.
 - (c) The Chamber Assembly shall consider the proposals received from the Nominations Committee and shall then nominate sufficient Chamber Members to fill such vacancies as then exist in any of the Board positions referred to in Article 50(e).
 - (d) Any person nominated pursuant to Article 49(c) shall retire as a Director at the third annual general meeting following their appointment as a Director (or, in the case of any person who has previously served as a Director for two consecutive three year terms, at the first annual general meeting after their re-appointment as a Director) but shall be eligible for re-nomination if otherwise eligible pursuant to the Articles.
 - (e) If any person nominated pursuant to Article 49(c) ceases to hold office as a Director the Chamber Assembly may nominate another of its elected members to fill the vacancy.

- (f) If insufficient persons are nominated to fill all vacancies referred to in Article 49(a) the Chamber Assembly may at any subsequent meeting nominate any of its elected members to fill any such vacancy. Any person so nominated shall cease to hold office as a Director at the conclusion of the first meeting of the Chamber Assembly after the annual general meeting next following their nomination.
- (g) The Chamber Assembly may resolve to carry out the processes provided for in this Article 49 by post or electronic communication in which case such process shall be deemed to be the first meeting referred to in the Articles. In that event, such meeting shall not constitute a meeting for the purposes of Article 48.

Board of Directors

- 50 The Board of Directors of the Chamber shall (to the extent such positions can be filled) consist of:
- (a) the President;
 - (b) each of the Vice Presidents;
 - (c) the Immediate Past President of the Chamber, for so long as their successor as President holds office as such;
 - (d) one person who is either a Local President, or the Chair of any section committee constituted pursuant to Article 73;
 - (e) six of the eligible members of the Chamber Assembly nominated pursuant to Article 49;
 - (f) up to six persons co-opted by the Board; and
 - (g) the Chief Executive Officer.
- 51 Any person co-opted to the Board pursuant to Article 50(f) shall cease to hold office at the conclusion of the first Board meeting after the annual general meeting next following their co-option but shall be eligible for further co-option to the Board.

Chair of the Board

- 52 The Board shall from time to time and from amongst the Directors (other than the President, the Vice Presidents, the Immediate Past President and the Chief Executive Officer) elect a Director to serve as Chair of the Board. The Director so elected shall hold office from the close of the Meeting at which they are elected until the close of the meeting at which another Director is elected in accordance with this Article 52.
- 53 Subject to Article 54 the usual term of office of the Chair of the Board shall be set by the Board up to a maximum of three years from the close of the Board meeting at which they are elected. A retiring Chair of the Board may stand for re-election but if they have previously served as Chair of the Board for six consecutive years or more then each term of office for which they may be re-elected thereafter shall be a maximum of one year.
- 54 The Board may remove the Chair of the Board from office as follows:

- (a) At any time any six Directors may requisition the Secretary, and upon requisition the Secretary shall include in the notice for the next meeting of the Board a resolution proposing that the term of office of the Chair of the Board shall be determined.
- (b) At the said Board meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chair of the Board to be heard. The Meeting will for the purpose of that resolution be chaired by the President if available but otherwise by a Vice President or such other person considered suitable and elected for that purpose by the Board. The resolution will then be put to the vote.
- (c) If the said resolution is passed, the Chair of the Board shall forthwith cease to hold that office but may remain a Director if otherwise still eligible and the Board shall forthwith elect a new Board Chair in accordance with Article 52.

Disqualification of Directors

55 The office of Director shall be vacated by any individual:

- (a) If they become of unsound mind;
- (b) If they cease to be a Chamber Member;
- (c) if by notice in writing to the Chamber they resign their office as Director;
- (d) if they become prohibited from holding office by reason of any order made under the Act;
- (e) if they are removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- (f) if their employer partnership or the organisation which they represent ceases to be a Chamber Member.

56 The office of Director shall be vacated if the Board shall, by simple majority in its absolute discretion and without any requirement to give reasons therefor, so resolve in respect of him (provided always that notice of the tabling of such resolution to remove him was given to the Directors on or before the last date upon which notice was required to be given for the convening of the relevant Board meeting under Article 57).

Proceedings of the Board

57 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 Secretary or the Chief Executive Officer. The Chair of the Board or any three Directors may at any time require the Secretary to convene a meeting of the Board. Meetings shall be convened by not less than seven days notice unless the Chair of the Board shall otherwise determine in order to deal with matters of urgency, in which case at least three days notice shall be given. Five Directors (or such greater number as the Board may from time to time resolve) shall form a quorum. Every Director present in person, by telephone or by electronic means and entitled to vote on the business to be transacted shall be counted in the quorum.

58 All or any members of the Board or all or any members of any Committee may participate in a meeting of the Board or that Committee by means of conference telephone or any communication equipment or by any other electronic means which allows all persons

participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

59

- (a) Subject to Article 54(b) the Chair of the Board or in their absence the President, or in their absence a Vice President (if any), or in their absence a Director elected for that meeting by those Directors present 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 the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- (b) Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

Powers of the Board

60 The business of the Chamber shall be managed by the Board.

61 Without prejudice to any provisions in the Articles the Board may:

- (a) bring before any general meeting any matter which it considers material to the objects or interests of the Chamber as defined in the Articles and make any recommendation it considers relevant with regard to the Chamber;
- (b) take cognisance of any matter, which may be brought before it affecting the Chamber or any of its Chamber Members.

62 The Board may delegate any of its powers to any committee consisting of at least one Director and such other persons, whether or not Directors, as the Board may think fit. It may also delegate to the Chief Executive Officer such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.

63 The Board may delegate powers within stated terms of reference to the Chief Executive Officer and authorise the payment by the Chamber to the Directors of all or any out of pocket expenses reasonably incurred by them in the performance of their duties.

64 No Director may appoint another person as their alternate for any purpose whatsoever.

65 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.

66 The Board may make such Bye-Laws as may be necessary for regulating 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 the Constitution. 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 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.

Directors' Interests and Conflicts

67 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided they have declared the nature and extent of their interest in accordance with the requirements of the Companies Acts, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Chamber:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Chamber or in which the Chamber is otherwise (directly or indirectly) interested;
- (b) shall be an eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such contract or proposed contract in which they are interested;
- (c) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which they are interested;
- (d) may act by themselves or their firm in a professional capacity for the Chamber (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a Director;
- (e) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Chamber is otherwise (directly or indirectly) interested; and
- (f) shall not, save as they may otherwise agree, be accountable to the Chamber for any benefit which they (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act.

68 The Directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching their duty under section 175 of the Act to avoid conflicts of interest (a **Conflict**). Any authorisation under this Article 68 will be effective only if:

- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 69 Any authorisation of a Conflict under Article 68 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - (e) provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Director of the Chamber) information that is confidential to a third party, they will not be obliged to disclose that information to the Chamber, or to use it in relation to the Chamber's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 70 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict. The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 71 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Chamber for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Chamber in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be, avoided on such grounds.
- 72 For the purpose of Article 67, subject to the provisions of the Act:
- (a) 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
 - (b) 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 theirs;

- (c) a Director shall not be deemed to have an interest in any matter or transaction the subject matter of Article 63 unless they or any person connected with them (as defined in section 252 of the Act) shall derive or be likely to derive a financial or other benefit there from.

Chamber Committees/Groups

- 73 The Board may from time to time constitute one or more Business Committees/Groups consisting wholly or partly of Chamber Members, as it thinks fit, for the purpose of considering, debating and advising the Board upon particular interests of trade, industry or business or commercial activity and/or considering and reporting to the Board on any subjects referred to them for consideration and may delegate any of its powers to any such Business Committee/Group. Any Business Committee/Group so appointed shall conform to any regulations that may be prescribed by the Board. The Chair of every Business Committee/Group appointed by the Board must be a Chamber Member and will serve a term of 2 years and no more than 2 consecutive terms
- 74 The Board may from time to time constitute a section of Chamber Members covering a particular geographical area as a Local Area to which the provisions of Articles 73 to 77 inclusive shall apply. All Chamber Members whose principal address for the time being registered with the Chamber are within the said geographical area shall be members of the Local Area.
- 75 The Board may from time to time appoint a Local President and or Local Vice Presidents from the Chamber Members of a Local Area to lead Chamber activity in that area supported by Chamber staff. Any member serving as a Local President/Vice President shall, subject to Article 76, serve a term of 2 years and no more than 2 consecutive terms. Any member holding such office will become a member of the Assembly.
- 76 A Local President or Local Vice President may be removed from such position by the Board of Directors, if the Board of Directors, acting reasonably, consider that the actions of the relevant Local President or Local Vice President are inconsistent with the values of the Chamber and/or are likely to bring the Chamber into disrepute. Such removal as a Local President or Local Vice President shall take effect by notice in writing to such Local President or Local Vice President on the date specified in such notice.
- 77 No resolution to amend the Articles shall take effect so as to remove, replace or amend Articles 38(d), 38(e), 50(d), 74, 73, 74, 75, 76 and this Article 77 unless any such resolution is passed by a majority of not less than one half of the members of that Local Chamber voting in person, or where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution has been duly given.

Chief Executive Officer

- 78 A Chief Executive Officer may be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer so appointed may be removed by it. The Board may from time to time by resolution appoint an Assistant or Deputy Chief Executive Officer and any person so appointed may act in place of the Chief Executive Officer, if there be no Chief Executive Officer or no person capable of acting in place of the Chief Executive Officer. The Chief Executive Officer shall carry out such duties as are delegated to them from time to time by the Board

Company Secretary

- 79 The Secretary shall be appointed 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 the Secretary. The Secretary may be removed by the Board or by the Chamber in general meeting.
- 80 A provision of the Act or the 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

- 81 Such officials and assistants as may be required including a Chief Executive Officer shall be appointed by the Board on salaries and on terms to be fixed by the Board, to carry out such duties as are delegated by the Board from time to time.
- 82 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.
- 83 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/husbands, widows/widowers, 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.

Indemnity And Insurance

- 84 Subject to Article 85, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (a) each relevant officer shall be indemnified out of the Chamber's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:
 - (i) in the actual or purported execution and/or discharge of their duties, or in relation to them; and
 - (ii) in relation to the Chamber's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants him, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's (or any associated company's) affairs; and
 - (b) the Chamber may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 84(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 85 Article 84 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 86 The Directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant officer in respect of any relevant loss.
- 87 For the purposes of Articles 84 to 86 (inclusive):
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) **relevant officer** means any Director or other officer or former Director or other officer of the Chamber or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Chamber (or associated company) as auditor (whether or not they are also a Director or other officer), to the extent they act in their capacity as auditor); and
 - (c) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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.

The Seal

- 88 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.

Records

- 89 The Board shall cause proper minutes to be made of all appointments of officers and of co-optation 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 Chair of such meeting, or by the Chair of the next succeeding meeting shall be sufficient proof of the facts therein stated.
- 90 A resolution in writing signed by all the Directors for the time being of 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

- 91 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

- 92 The Board shall cause accounting records to be kept in accordance with Sections 386 and 388 of the Act.
- 93 The accounting records shall be kept at the registered office of the Chamber or subject to Section 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.
- 94 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 Chamber or any of them shall be open to the inspection of Chamber Members and no Chamber 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.
- 95 At the annual general meeting in each year, the Board shall lay before the Chamber a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such meeting together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper accounts and reports, and any other documents required by law to be annexed or attached thereto to accompany the same and shall, not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting.
- 96 Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 97 Auditors shall be appointed and their duties regulated in accordance with Part 42 of the Act, the members of the Board being treated as Directors mentioned in that Part.

Means Of Communication

- 98 Any-notice, document or other information shall be deemed served on or delivered to the intended recipient (and subject always to written confirmation from the recipient of earlier receipt):
- (a) if properly addressed and sent by prepaid United Kingdom first class post 24 hours after posting;
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by facsimile, email or other electronic means, twelve hours after the document or information was sent or supplied; and
 - (d) 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.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

- 99 In proving that any notice, document or other information was properly addressed for the purposes of Article 98, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act and a proper postal address for Chamber Members shall be their address as entered in the Register of Chamber Members.

Company Address

- 100 No Chamber 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 they are a Chamber Member shall not be an infringement hereof.