**LIVERPOOL CHAMBER AGM**

**Item 1: Articles of Association Adoption**

***Special Resolution: THAT*** *the articles of association appended to the notice of the meeting and then presented to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company’s existing articles of association.*

1. **Context and Update**

Liverpool Chamber Directors commissioned a Governance review project in October 2020, the outcome of which included the creation of a new Governance Framework alongside an overhaul of our Committee structure.

The completion of this phase of the review was the undertaking of changes to our formal constitution – our Memorandum and Articles of Association.

The intention has been to undertake changes to the articles to ensure they are appropriate for our status as a Chamber, a community interest company and a business representative organisation owned by its members.

The Articles of Association have been presented to the Chamber’s Governance Committee and directors at its meeting on 9th December 2021. The Directors agreed that the Articles of Association should be presented to the members at the AGM for ratification.

1. **Key Amendments**

To provide clarity to members attending the AGM, below is a list of the key changes to the Chamber articles:

* The removal of the Chamber Members Council as a constitutional instrument
* Directors are now limited to a maximum of six years/AGMs in total (including as Chair/VC) unless extended by the Board by exception
* Removal of a stipulation that directors cannot be remunerated – instead, the Articles now provide the flexibility for members at the AGM to approve the setting of director remuneration if this was decided upon by the Directors.
* Confirmation that the Board comprises seven co-opted members plus a Chair, a Vice-Chair and the Chief Executive – the role of Deputy Vice Chair no longer exists.
* The articles specify that in the event of liquidation, the Chamber’s community interest assets would be dispersed to either a successor organisation or to British Chambers of Commerce.
* The power to set membership fees is now in the remit of the Board (delegated to the CEO) within the constitution
* The admission of Honorary Members has been streamlined and provided as powers for the Board to recommend to the Members by ordinary resolution.
1. **Process**

The Member’s approval of the new Articles will enable the changes to be implemented and formally adopted from the date of the meeting (2 March 2022).