

The Companies Act 2006

Community Interest Company Limited by Guarantee

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**Articles of Association**

**of**

**Liverpool Chamber of Commerce C.I.C.**

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## **The Companies Act 2006**

### **Community Interest Company Limited by Guarantee**

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**The Companies Act 2006**  
**Articles of Association**  
**of**  
**Liverpool Chamber of Commerce C.I.C.**

**1. Defined Terms and Interpretation**

1.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
"Annual General Meeting"	has the meaning given in Article 28.3;
"Articles"	these articles of association of the Chamber as may be amended from time to time;
"Authorised Representative"	has the meaning given in Article 25.5.1 (but subject to Article 25.5.3);
"Asset-Locked body"	means (i) a community interest company, a charity or a Permitted Registered Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"Board"	means the board of Directors from time to time of the Chamber;
"Bye-laws"	shall have the meaning given in Article 46;
"Chair"	has the meaning given in Article 29.3;
"chair of the meeting"	means the person who is chairing a meeting of the Board, a General Meeting or a Committee of the Board in accordance with these Articles;
"Chamber"	means Liverpool Chamber of Commerce C.I.C;
"Chief Executive"	has the meaning given in Article 29.4;
"Circulation Date"	in relation to a written resolution, has the meaning given to it in section 290 of the Companies Act 2006;
"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed

Term	Meaning
	to be given and the day for which it is given or on which it is to take effect;
"Committees of the Board"	has the meaning given in Article 11.1 and 'Committees' shall be construed accordingly;
"community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit Investigations and Community Enterprise) Act 2004;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Chamber;
"Director"	a director of the Chamber, and includes any person occupying the position of director, by whatever name called;
"Document"	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
"General Meeting"	means a general meeting of the Members;
"Hard Copy Form"	has the meaning given to it in the Companies Act 2006;
"Members"	means the members from time to time of the Chamber;
"Memorandum"	the Chamber's memorandum of association;
"paid"	means paid or credited as paid;
"Permitted Registered Society"	a registered society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
"President"	means the president of the Chamber as referred to at Article 29.1;
"Proxy Notice"	has the meaning given in Article 42;
"Register of Firms"	shall have the meaning given to it in Article 25.5.2;
"the Regulator"	means the Regulator of Community Interest Companies;
"Secretary"	the secretary of the Chamber (if any);
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006;
"Trade Section"	has the meaning given in Article 47;

Term	Meaning
"transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
"Vice-Chair"	has the meaning given at Article 29.3;
"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
1.2	Subject to Article 1.3, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
1.3	Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Chamber.
1.4	Unless the context otherwise requires, a reference to one gender shall include a reference to other genders and reference to the singular number only include the plural and vice versa.
1.5	Headings and margin notes are for ease of reference only and do not affect the construction or interpretation of these Articles.
1.6	References to persons shall include bodies corporate, unincorporated associations and partnerships.
1.7	References to writing shall include typewriting, printing, lithography, photography and facsimile messages and other modes of reproducing words in a legible and non-transitory form.
1.8	Words and expressions defined in or for the purposes of the Act (excluding any statutory modification of that meaning not in force when these Articles become binding on the Chamber) or Table A shall have the same meanings in these Articles unless the context otherwise requires.
1.9	Where for any purpose, an ordinary resolution of the Chamber is required, a special resolution is also effective for that purpose.
1.10	Any phrase in these Articles introduced by the terms "include", "includes", "including", "included", in particular and "for example" will be construed without limitation unless inconsistent with the context.

## **COMMUNITY AND INTEREST COMPANY AND ASSET LOCK**

### **2. Community Interest Company**

2.1 The Chamber is to be a community interest company.

### **3. Asset Lock**

3.1 The Chamber shall not transfer any of its assets other than for full consideration.

- 3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:
- (a) the transfer of assets to any specified Asset-Locked Body, or (with the consent of the Regulator) to any other Asset-Locked Body; and
  - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an Asset-Locked Body.
- 3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in these Articles.
- 3.4 If:
- 3.4.1 the Chamber is wound up under the Insolvency Act 1986; and
  - 3.4.2 all its liabilities have been satisfied,
- any residual assets shall be given or transferred to the Asset-Locked Body specified in Article 3.5 below.
- 3.5 For the purposes of this Article 3, the Chamber's assets shall be transferred to an Asset-Locked Body which is to be established as the successor to the Chamber having objects which the Board, in its discretion, considers similar to those of the Chamber. In the event that a successor Asset-Locked Body is not established, the following Asset-Locked Body is specified as a potential recipient of the Chamber's assets under Articles 3.2 and 3.4:

Name: British Chambers of Commerce

Company Registration Number (if applicable): 00009635

Registered Office: 65 Petty France, London, SW1H 9EU

#### **4. Not for profit**

- 4.1 The Chamber is not established or conducted for private gain. Any profits or assets are used principally for the benefit of the community.

### **OBJECTS, POWERS AND LIMITATION OF LIABILITY**

#### **5. Objects**

- 5.1 The objects of the Chamber are to carry on activities which benefit the community and in particular (without limitation) to promote and protect the commercial, industrial and professional enterprises and (without limitation) other business activities and undertakings of

all kinds and to represent and express, on commercial and business questions, the opinions of the commercial and business community of the city of Liverpool and the surrounding areas.

## **6. Powers**

- 6.1 To further its objects, the Chamber may do all such lawful things as may further the Chamber's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

## **7. Liability of members**

Every Member undertakes to contribute to the assets of the Chamber, in the event of the same being wound up during the time that person is a Member, or within one year afterwards, for

- 7.1 payment of the Chamber's debts and liabilities contracted before that Member ceases to be a member;

- 7.2 payment of the costs, charges and expenses of winding up; and

- 7.3 adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding Ten Pounds.

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **8. Directors' general authority**

- 8.1 Subject to these Articles, the Directors are responsible for the management of the Chamber's business, for which purpose they may exercise all the powers of the Chamber.

- 8.2 The Board shall consist of up to ten persons falling within the following two classes, namely ex-officio members and co-opted members, which are defined as follows:

- 8.2.1 The ex-officio members of the Board are:

- (a) the Chair for the time being of the Chamber;
- (b) the Vice-Chair for the time being of the Chamber; and
- (c) the Chief Executive for the time being of the Chamber.

- 8.2.2 The co-opted members of the Board are no more than seven persons (who shall be drawn from the general body of individual members, persons whose names are entered on the Register of Firms and honorary officers) who shall be appointed, and shall be subject to removal, in accordance with Articles 21.

### **9. Members' reserve power**

- 9.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.



## **10. Directors' powers of delegation**

10.1 Subject to the other provisions of these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles:

10.1.1 to such person or Committee;

10.1.2 by such means (including by power of attorney);

10.1.3 to such an extent;

10.1.4 in relation to such matters or territories; and

10.1.5 on such terms and conditions,

as they think fit.

10.2 Unless the Directors otherwise specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

10.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions at any time and without notice.

## **11. Committees of the Board**

11.1 Committees to which the Directors delegate any of their powers ("**Committees of the Board**") must follow procedures which are based (as far as they are applicable) on those provisions of these Articles which govern the taking of decisions by Directors.

11.2 Notwithstanding Article 11.1, the Directors may make rules of procedure for all and/or any Committees of the Board, which prevail over rules derived from these Articles.

## **DECISION-MAKING BY DIRECTORS**

### **12. Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision taken at a quorate meeting or a decision taken in accordance with Article 18.

### **13. Calling a Directors' meeting**

13.1 Two Directors may (and the Secretary (if any) must at the request of two Directors) call a Directors' meeting.

13.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

13.2.1 all the Directors agree; or

13.2.2 urgent circumstances require shorter notice.

13.3 Notice of Directors' meetings must be given to each Director but it shall not be necessary to give notice to any Director for the time being absent from the United Kingdom.

- 13.4 In order for a notice of Directors' meetings to be valid, such notice must:
- 13.4.1 include an agenda of the business to be discussed, along with copies of any documents to be considered, at the meeting;
  - 13.4.2 specify the place, day and time of the meeting; and
  - 13.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, specify how it is proposed that they should communicate with each other during the meeting.
- 13.5 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

#### **14. Participation in Directors' meetings**

- 14.1 Subject to the other provisions of these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with these Articles; and
  - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (including by way of telephone or video conference).
- 14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### **15. Quorum for Directors' meetings**

- 15.1 At a Directors' meeting, unless a quorum is present then, save as provided in Article 15.3, no proposal is to be voted.
- 15.2 The quorum for Directors' meetings shall be five Directors of the Board of whom at least one shall be an ex-officio member of the Board.
- 15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 15.3.1 to appoint further Directors; or
  - 15.3.2 to call a General Meeting so as to enable the Members to appoint further Directors.

#### **16. Chairing of Directors' meetings**

The Chair, if any, or in the Chair's absence the Vice-Chair, if any, or in the Vice-Chair's absence another Director nominated by the Directors present at the meeting shall preside as chair of each Directors' meeting.

#### **17. Decision making at a meeting**

- 17.1 Questions arising at a Directors' meeting shall be decided by votes.

- 17.2 In all proceedings of Directors each Director shall have one vote.
- 17.3 In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

**18. Decisions without a meeting**

- 18.1 The Directors may take a majority decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 18.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the Directors;
- 18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;
- 18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
- 18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 50.

**19. Conflicts of interest**

- 19.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Chamber in which a Director is interested, that Director is not to be counted as participating in the decision making process for quorum or voting purposes unless Article 19.2 applies in which case that Director is to be counted as participating in the decision-making process for quorum and voting purposes. Any Director who is not to be counted as participating may be asked to withdraw from the relevant part of the meeting by the chair of the meeting (or by a majority of the Directors if the Director in question is the chair of the meeting).
- 19.2 This Article applies when:
- 19.2.1 the Chamber by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
- 19.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 19.2.3 the Director's conflict of interest arises from a permitted cause.

- 19.3 For the purposes of Article 19.2.3, the following are permitted causes:
- 19.3.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Chamber or any of its subsidiaries;
  - 19.3.2 subscription, or an agreement to subscribe, for securities of the Chamber or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - 19.3.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Chamber or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 19.4 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 19.5 Subject to Article 19.6, if a question arises at a meeting of Directors or of a Committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any Director other than the chair of the meeting is to be final and conclusive.
- 19.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **20. Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which that Director has in a proposed transaction or arrangement with the Chamber or in any transaction or arrangement entered into by the Chamber which has not previously been declared.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **21. Methods of appointing directors**

- 21.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 21.1.1 by ordinary resolution; or
  - 21.1.2 by a decision of the Directors in accordance with Article 21.8.
- 21.2 Each Director shall be elected in accordance with any board membership policies adopted by the Board from time to time and shall be elected for a fixed term expiring at the conclusion of an Annual General Meeting (each a “**Fixed Term**”). Subject to Articles 29.1, 29.3 and 29.4, the fixed term shall be for a term of three Annual General Meetings unless the Board has set a lower number of Annual General Meetings for the relevant Director on their election or re-election. No fixed term shall be set which would cause the relevant Director to serve beyond their sixth consecutive Annual General Meeting, save where the Board agrees that circumstances exist where it would be in the best interests of the Chamber for a Director to serve for a longer period. The Board's power to propose an extension to the period of service

of a Director beyond the sixth consecutive Annual General Meeting shall not exceed one year at a time.

- 21.3 At every Annual General Meeting each Director who has served their Fixed Term shall retire from office. Any Director who retires from office at an Annual General Meeting under this rule 21.3 shall be eligible for re-election subject to any board membership policies and subject to any restrictions contained within these Articles (including the six-year rule referenced in Article 21.2).
- 21.4 Any Director retiring under Article 21.3 having completed six years' continuous service (or six years' continuous service plus any extended period agreed by the Board under Article 21.2) on the Board shall not be eligible for re-appointment or re-election for at least one full term of office. Any period of appointment to fill a vacancy pursuant to Articles 21.8 or 29.3.1 shall not count towards such six year period.
- 21.5 At a meeting of the Board to be held prior to an Annual General Meeting whereby at its conclusion a Fixed Term shall expire, the Board shall decide (subject to the approval of the Members at that Annual General Meeting) who is to be appointed or re-appointed to fill each vacancy.
- 21.6 Not less than seven nor more than twenty-eight clear days before each Annual General Meeting notice shall be given to the Members of any person who has been appointed or re-appointed by the Board as a co-opted member, subject to approval of the Members at the Annual General Meeting. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the Chamber's register of members of the Board.
- 21.7 If the appointment or re-appointment of a co-opted member by the Board is not approved by the Members at the Annual General Meeting, such appointment or re-appointment shall be of no effect.
- 21.8 The Board may appoint a person who is willing to act to be a co-opted member, either to fill a vacancy or as an additional co-opted member provided that the appointment does not cause the number of co-opted members to exceed any number fixed by or in accordance with these Articles as the maximum number of co-opted members. A co-opted member so appointed shall hold office only until the next following Annual General Meeting. If not reappointed on that date the co-opted member shall vacate office at the conclusion of the Annual General Meeting on that date. In the event of a vacancy in an ex-officio post then the Board may, in accordance with Article 29.3.1 fill such vacancy until the next following Annual General Meeting.
- 21.9 Subject as aforesaid, a co-opted member who retires at an Annual General Meeting may, if willing to act, be reappointed. If such a co-opted member is not reappointed, they shall retain office until the Board appoints someone in their place, or if it does not do so, until the end of the Annual General Meeting on that date.
- 21.10 In any case where, as a result of death, the Chamber has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Member.
- 21.11 For the purposes of Article 21.10, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

## **22. Termination of Director's appointment**

A person ceases to be a Director as soon as:

22.1.1 that person ceases to be a Director by virtue of:

- (a) a term of office ending in accordance with Article 21 (subject to not being reappointed);
- (b) any provision of the Companies Acts; or
- (c) being prohibited from being a Director by law;

22.1.2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

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

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

22.1.5 notification is received by the Chamber from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);

22.1.6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or

22.1.7 at a General Meeting, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

## **23. Directors' expenses**

23.1 The Chamber may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Chamber.

## **24. Directors remuneration**

24.1 Subject to Article 29.4, Directors will not be entitled to remuneration from the Chamber in relation to their role as a Director unless approved:

24.1.1 by the Board; and

24.1.2 by ordinary resolution of the Members.

24.2 Subject to the Articles, a Director's remuneration may:

24.2.1 take any form; and

24.2.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

- 24.3 Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

## MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

#### 25. Becoming a Member

- 25.1 The subscribers to the Memorandum are the first Members.
- 25.2 Such other persons as are admitted to membership in accordance with the Articles shall become Members.
- 25.3 No person shall be admitted a Member unless that person is approved by the Directors.
- 25.4 Every person who wishes to become a Member shall deliver to the Chamber an application for membership in such form (and containing such information) as the Directors require and executed by that person.
- 25.5 In relation to any Member that is a company, the provisions of both these Articles as well as the Bye-laws relating to persons being candidates for membership and to persons being Members, shall, where not excluded by the context, apply to Companies mutatis mutandis subject nevertheless to the following conditions, and to any conditions which may from time to time hereafter be imposed by the Bye-laws:
- 25.5.1 each company which is a candidate for membership of the Chamber shall send to the Secretary, with the application provided for by Article 25.4 of these Articles, a written statement of the names and addresses of two of its directors or other officials (each, an **"Authorised Representative"**).
- 25.5.2 the Secretary shall enter the names and addresses of each such Authorised Representative in a register of representatives of companies and firms (**"Register of Firms"**) to be kept for that purpose.
- 25.5.3 if any company which is a Member shall at any time desire to withdraw the name of any Authorised Representative and to substitute such Authorised Representative with any other of its directors or officials, it shall send notice thereof to the Secretary. Upon receipt of such notice by the Secretary, the Secretary shall amend the Register of Firms in accordance with such notice, following which:
- (a) the person withdrawn shall cease to be an Authorised Representative (and it shall not be necessary to notify such person withdrawn); and
- (b) the substitute shall become an Authorised Representative.
- 25.6 Whenever two or more Members shall be bona fide carrying on business or a profession in partnership they shall be entitled to have their own names, the name and address of their firm and also of any of their partners who is not a Member entered in the Register of Firms and such name and address shall remain entered on such Register so long as two or more partners shall be Members. The Members who shall be in partnership as aforesaid shall as soon as possible after any change has taken place in the firm name or firm address or in the constitution of such partnership (whether by the addition thereto or the death or retirement therefrom of any partner whose name has been entered as aforesaid) send a written statement showing the particulars of

such change. Such statement shall be sent to the Secretary, who shall thereupon make such alterations in the Register of Firms as may be necessary by addition or removal of names and addresses of partners in such partnership and it shall not be necessary to give notice of any such alteration of the Register of Firms to any person whose name is in accordance with this Article removed from such Register.

- 25.7 Each person whose name appears in the Register of Firms shall be entitled to receive notice of and to attend the meetings of the Chamber and shall be qualified for election to the Board, and to any honorary office, as if that person was a Member, but that person shall not be entitled to a vote at a General Meeting unless that person is a Member.
- 25.8 The Chamber shall not admit as a Member a Chamber of Commerce which does not have a legal personality distinct from its members (herein referred to as an unincorporated Chamber of Commerce) but if any such Chamber of Commerce desires to obtain the advantages and is prepared to assume the responsibilities of membership the following provisions shall apply:
- 25.8.1 the Chamber of Commerce in question shall nominate one of its members being an individual or corporate body as its representative and such nominee shall apply for membership and subject always to the provisions of this Article the Board may admit such nominee as a Member to represent such Chamber of Commerce.
- 25.8.2 an unincorporated Chamber of Commerce whose nominee has been admitted as a Member as aforesaid may at any time and from time to time revoke the nomination of its nominee for the time being and subject to the approval of the Board may nominate another individual or corporate body in his place. Upon receipt by the Secretary of any such revocation the nominee in question shall ipso facto cease thereupon to be a Member and be incapable of acting as the nominee of such Chamber of Commerce unless renominated; any individual or corporate body nominated in his place shall upon being duly approved by the Board become a Member in the place of the nominee whose nomination has been revoked as aforesaid.
- 25.8.3 any nomination or revocation under this paragraph shall be in such form and signed in such manner as the Board shall from time to time approve.
- 25.8.4 a nominee hereunder of an unincorporated Chamber of Commerce shall not be entitled to act as and to exercise the rights and privileges of a Member otherwise than on behalf of such Chamber and the nominee shall by any exercise of their rights or privileges bind such Chamber of Commerce as fully and effectually as if such Chamber had been an incorporated body and itself a member.
- 25.9 Every Chamber of Commerce which is a Member or has appointed a nominee under Article 25.8 of these Articles to be a Member shall inform and keep informed the Chamber of the full names of its chair and secretary as from time to time in office and the persons whose names are from time to time so supplied shall be entered in the Chamber's Register of Members and all communications shall be sent to the nominee and the persons whose names have been so supplied and are at the time so entered in the Register.
- 25.10 In fixing the annual subscriptions to be paid by Chambers of Commerce who are members or have appointed nominees under Article 25.8 of these Articles the Board shall make such provision for the expenses of such Chambers in providing local services as the Board shall think proper and, subject to the provisions of these Articles may make regulations or bye-laws to regulate and determine all such matters.
- 25.11 If it is proposed by the Chamber in a General Meeting or by the Board to introduce any resolution or do any act or thing which in the opinion of a Chamber of Commerce which is a



Member or which has appointed a nominee under Article 25.8 as a Member encroaches upon the autonomy of such Chamber of Commerce such Chamber of Commerce or nominee may lodge with the Chamber its objection in writing and until such objection has been disposed of by agreement, arbitration or otherwise in favour of the Chamber no such regulation act or thing shall be given any effect.

- 25.12 The rates of subscription payable by Members shall be those in force immediately before the adoption of these Articles. The Board shall have power at any time and from time to time to vary both the classes of members and the rates of subscription, to create new classes, to extinguish former classes and generally to regulate subscriptions as seems expedient to the Chamber and conducive to the attainment of its objects.
- 25.13 The Board may recommend to the admittance to honorary office of the Chamber persons distinguished in statesmanship, diplomacy, commerce, or finance, or whose appointment would in the opinion of the Board be for the advantage of the Chamber or for the furtherance of its objects. Such persons shall then be admitted to honorary office on the passing of an ordinary resolution. An honorary officer shall not by virtue of appointment become or be required to become a member or become entitled or subject to any of the rights or liabilities of membership.
- 25.14 Any person who has been returned to Parliament or to the European Parliament for a constituency, some part of which lies within a radius of 25 miles from the Town Hall of Liverpool, may be invited by the Board to become an associate of the Chamber until that person ceases to represent such constituency. If such invitation be accepted, the associate shall be known as an Honorary Member of the Chamber, shall become and be entitled to the like rights and privileges except the right to vote as a Member and shall become and be subject to like obligations as a Member save that such person shall not be required to pay any subscription or be liable in any way to any extent as a Member for any of the debts or liabilities of the Chamber whether in a winding-up or otherwise.

## **26. Termination of membership**

26.1 Membership is not transferable to anyone else.

26.2 Membership is terminated:

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

26.2.2 if the Member ceases to exist;

26.2.3 (if a company) on the making of an order or the passing of a resolution for its winding up or dissolution;

26.2.4 (if the Members are partners in a firm) upon the dissolution of the firm or on their ceasing to be a partner in such firm;

26.2.5 (unless the Board shall in any particular case by resolution suspend the operation of this Article) if that Member is:

- i. adjudicated bankrupt or suspends payment or compounds with his creditors; or
- ii. convicted of an arrestable offence (other than a driving offence with no custodial sentence);

- 26.2.6 if the Chamber at any General Meeting resolves to terminate the membership of any Member (other than a Member who is an incorporated Chamber of Commerce or a member who is such by virtue of being a nominee appointed pursuant to Article 25.8 by an unincorporated Chamber of Commerce) provided that:
- i. three-fourths of the persons present and entitled to vote and voting at such meeting vote in favour of the resolution; and
  - ii. the Member whose membership is in question is given a reasonable opportunity to attend such meeting and be heard in their own defence but such member shall not be entitled to be legally represented thereat;
- 26.2.7 otherwise in accordance with these Articles; or
- 26.2.8 if at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the Member be expelled on the ground that the Member's continued membership is harmful to or is likely to become harmful to the interests of the Chamber. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Chamber any subscription or other sum owed by that Member.
- 26.3 A Member may terminate their membership by giving notice in writing to the Secretary (if any) at any time provided that if such notice is given less than one month before the anniversary of that Member's election the Member will be liable for their subscription for the next ensuing year.
- 26.4 A nominee Member appointed pursuant to Article 25.8 by an unincorporated Chamber of Commerce shall cease to be a Member as and when the nominee's nomination is revoked pursuant to the said Article.
- 26.5 A Member whose subscription or the subscription of whose firm is in arrears for six months shall cease to be entitled to any privileges of membership until all arrears have been paid, and their membership may be terminated by resolution of a General Meeting without prejudice to their liability for the payment of such arrears. Any subscription in arrear shall be a debt legally recoverable by the Chamber. For the purposes of this Article the subscription of members responsible for a collective subscription shall be deemed to be payable on the date of the election of that one of them whose name first appeared on the Register of Members, and on the corresponding date in each subsequent year, but it shall be competent to the Board by resolution to remit the whole or any part of the arrears.

## **27. Committees**

- 27.1 The Directors may delegate any of their functions or powers to committees ("**Committees**") consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the functions or powers so delegated conform to any regulations that may be imposed upon it by the Directors PROVIDED ALWAYS that the Directors may permit any such committee to admit to their meetings any person whether a member of the Board or not, and with or without power to vote at such meetings.
- 27.2 A Committee shall elect a chair and a vice-chair of its meetings. If no such chair has been elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the vice-chair shall be chair of the meeting, but if no vice-chair has been

elected, or if the vice-chair is not present within five minutes after the time appointed for the holding of such meeting, then the committee members present may choose one of their number to chair the meeting.

- 27.3 A Committee may meet and adjourn as it thinks proper. Questions arising at any committee meeting shall be determined by a majority of votes of the committee members present and entitled to vote and in the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 27.4 Minutes of all meetings of each Committee shall be laid upon the table at the next ensuing meeting of the Board but they shall be taken as read unless a majority of those present at such meeting desire the contrary. No resolution of any Committee shall have force until confirmed by the Board.

## **ORGANISATION OF GENERAL MEETINGS**

### **28. General meetings**

- 28.1 The Directors may call a General Meeting at any time.
- 28.2 The Directors must call a General Meeting if required to do so by the Members under the Companies Acts.
- 28.3 The Chamber shall in each year hold a General Meeting as its annual general meeting ("**Annual General Meeting**") in addition to any other meetings in that year and shall specify the meeting as such in the notices outlined in Articles 30 and 31 calling it, and not more than 15 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 and the routine business thereat shall be:
- 28.3.1 to elect the President of the Chamber;
- 28.3.2 to elect the Chair and Vice-Chair of the Chamber;
- 28.3.3 to receive the report of the Board;
- 28.3.4 to receive the Statement of Accounts and Balance Sheet and the Report of the Auditors;
- 28.3.5 to receive the annual community interest report; and
- 28.3.6 to appoint and fix the remuneration of the Auditors.

### **29. President, Chair, Vice-Chair and Chief Executive**

- 29.1 Subject to Article 29.2, the Chamber in General Meeting shall from time to time elect the president of the Chamber ("**President**") out of the general body of individual members, persons whose names are entered on the Register of Firms and honorary officers. The President shall hold office for such period as the Chamber in General Meeting shall when electing that person determine or until removed by the Chamber in General Meeting. The Board may from that general body fill any casual vacancy in the office of President and the person so appointed shall hold office until the next Annual General Meeting of the Chamber. If not re-appointed at such Annual General Meeting, that person shall vacate office at the conclusion thereof. No person shall be eligible for appointment or re-appointment as President of the Chamber unless first approved for appointment or re-appointment by the Board.

29.2 No person shall be eligible for election as President of the Chamber at any General Meeting unless:

29.2.1 that person has been recommended for election by the Board; or

29.2.2 not less than fourteen days before the date appointed for the holding of the General Meeting there shall have been left at the Office a notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person signifying their willingness to be elected.

29.3 Chair and Vice-Chair

29.3.1 The Chamber shall at its Annual General Meeting in each year elect out of the general body of individual members, persons whose names are entered on the Register of Firms and honorary officers a Chair and Vice-Chair of the Chamber for the ensuing year. The Board may from that general body fill any casual vacancy occurring in either of those offices and the person so appointed shall hold office until the next Annual General Meeting of the Chamber. If not re-appointed at such Annual General Meeting, that person shall vacate office at the conclusion thereof. No person shall be eligible for appointment or re-appointment as Chair or Vice-Chair of the Chamber unless such person has been approved for appointment or re-appointment by the Board.

29.3.2 No person shall be eligible for election as Chair or Vice-Chair of the Chamber at any Annual General Meeting unless:

(a) he has been recommended for election by the Board; or

(b) not less than fourteen days before the date appointed for the holding of the Annual General Meeting there shall have been left at the Office a notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person signifying his willingness to be elected.

29.4 Chief Executive

29.4.1 Subject to the provisions of the Act, the Board may appoint any person to the office of Chief Executive of the Chamber and may enter into an agreement or arrangement with such person for their employment by the Chamber or for the provision by such person of any services. Any such appointment, agreement or arrangement may be made upon such terms as the Board determines and the Board may remunerate any such person for the services provided as the Board may think fit. The provisions of Article 21.2 do not apply to the office of Chief Executive.

29.4.2 The Board may delegate to the Chief Executive such of its powers as the Board considers desirable to be exercised by the Chief Executive.

### **30. Length of notice**

All General Meetings must be called by either:

30.1 at least 14 Clear Days' notice;

- 30.2 shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

### **31. Contents of notice**

- 31.1 In order for a notice calling a General Meeting to be valid, such notice must:
- 31.1.1 include an agenda of the business to be discussed, along with copies of any documents to be considered, at the meeting;
  - 31.1.2 specify the place, day and time of the meeting; and
  - 31.1.3 specify whether it is a General Meeting or an Annual General Meeting.
- 31.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 31.3 In every notice calling a meeting of the Chamber there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a General Meeting.

### **32. Service of notice**

Notice of General Meetings must be given to every member, to the Directors and to the auditors of the Chamber and may be sent by Electronic Means to an Address provided by the relevant member, Director or auditor of the Chamber for the purpose.

### **33. Attendance and speaking at General Meetings**

- 33.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting (whether in person, by telephone or video conference or otherwise).
- 33.2 A person is able to exercise the right to vote at a General Meeting when:
- 33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 33.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 33.4 In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 33.5 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **34. Quorum for General Meetings**

- 34.1 No business (other than the appointment of the chair of the meeting) may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten Members present in person, by proxy, or by representative shall be a quorum.
- 34.2 If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved, but 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, and 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.

#### **35. Chairing General Meetings**

- 35.1 The President, or in his absence the Chair (if any), or in the Chair's absence the Vice Chair will preside as chair of every General Meeting.
- 35.2 If no such person nominated in accordance with Article 35.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, that Director shall be chair of the meeting.
- 35.3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting.

#### **36. Attendance and speaking by Directors and non-Members**

- 36.1 A Director may, even if not a Member, attend and speak at any General Meeting.
- 36.2 The Chair may permit other persons who are not Members to attend and speak at a General Meeting.

#### **37. Adjournment**

- 37.1 The Chair may adjourn a General Meeting at which a quorum is present if:
  - 37.1.1 the meeting consents to an adjournment; or
  - 37.1.2 it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.2 The Chair must adjourn a General Meeting if directed to do so by the meeting.
- 37.3 When adjourning a General Meeting, the Chair must:
  - 37.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 37.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chamber must give at least seven Clear Days' notice of it:
- 37.4.1 to the same persons to whom notice of the Chamber's General Meetings is required to be given; and
- 37.4.2 containing the same information which such notice is required to contain.
- 37.5 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **38. Voting: general**

- 38.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 38.2 A person who is not a Member shall not have any right to vote at a General Meeting; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Chamber's debentures.
- 38.3 Article 38.2 shall not prevent a person who is a proxy for a Member or a duly Authorised Representative from voting at a General Meeting.

### **39. Votes**

- 39.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a Member, proxy or Authorised Representative of a Member) and entitled to vote shall have a maximum of one vote.
- 39.2 On a vote on a resolution on a poll at a meeting every Member present in person or by proxy or Authorised Representative shall have one vote.
- 39.3 No Member shall be entitled to vote at any General Meeting unless all monies presently payable by that Member to the Chamber have been paid.

### **40. Poll votes**

- 40.1 A poll on a resolution may be demanded:
- 40.1.1 in advance of the General Meeting where it is to be put to the vote; or
- 40.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 40.2 A poll may be demanded by:
- 40.2.1 the President;
- 40.2.2 the Chair;
- 40.2.3 the Vice Chair;
- 40.2.4 a majority of the Directors present;

- 40.2.5 two or more persons having the right to vote on the resolution;
  - 40.2.6 any person, who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or
  - 40.2.7 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 40.3 A demand for a poll may be withdrawn if:
- 40.3.1 the poll has not yet been taken; and
  - 40.3.2 the chair of the meeting consents to the withdrawal.
- 40.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
- 41. Errors and disputes**
- 41.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 41.2 Any such objection must be referred to the chair of the meeting whose decision is final.
- 42. Content of proxy notices**
- 42.1 Proxies may only validly be appointed by a notice in writing (a "**Proxy Notice**") which:
- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Chamber in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 42.2 The Chamber may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.



### **43. Delivery of proxy notices**

- 43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Chamber by or on behalf of that person.
- 43.2 An appointment under a Proxy Notice may be revoked by delivering to the Chamber a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 43.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

### **44. Amendments to resolutions**

- 44.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
  - 44.1.1 notice of the proposed amendment is given to the Chamber in Writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - 44.1.2 the proposed amendment does not, in the reasonable opinion of the Chair, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
  - 44.2.1 the Chair proposes the amendment at the General Meeting at which the resolution is to be proposed; and
  - 44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 If the Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

## **WRITTEN RESOLUTIONS**

### **45. Written resolutions**

- 45.1 Subject to Article 45.3, a written resolution of the Chamber passed in accordance with this Article 45 shall have effect as if passed by the Chamber in General Meeting:
  - 45.1.1 a written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members; and
  - 45.1.2 a written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 45.2 In relation to a resolution proposed as a written resolution of the Chamber the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.

- 45.3 A Members' resolution under the Companies Acts removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 45.4 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Chamber's auditors in accordance with the Companies Acts.
- 45.5 A Member signifies their agreement to a proposed written resolution when the Chamber receives from that Member an authenticated Document identifying the resolution to which it relates and indicating their agreement to the resolution. For the avoidance of doubt:
- 45.5.1 if the Document is sent to the Chamber in Hard Copy Form, it is authenticated if it bears the Member's signature; and
- 45.5.2 if the Document is sent to the Chamber by Electronic Means, it is authenticated if it is accompanied by a statement of the identity of the Member and the Chamber has no reason to doubt the truth of that statement or if it is from an email Address notified by the Member to the Chamber for the purposes of receiving Documents or information by Electronic Means.
- 45.6 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 45.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

#### **46. Bye-laws**

The Board may from time to time make "bye-laws" in relation to the business of the Chamber (including in particular but without prejudice to the generality of the foregoing provision, Bye-laws regulating the settlement of commercial disputes whether arising between Members or between Members and non-Members) and may at any time in like manner annul or vary any Bye-laws so made, and all Bye-laws so made and for the time being in force shall be binding on Members and shall have full effect accordingly PROVIDED ALWAYS that no Bye-laws shall have any operation or effect if it constitutes or involves such an alteration of or addition to these Articles as could only lawfully be made by Special Resolution.

#### **47. Trade Sections**

- 47.1 Any number of Members who from time to time may desire to associate themselves together in a trade section ("**Trade Section**") shall address the Board to that effect and the Board may by resolution authorise the formation of such Trade Section. The Board may at any time by resolution withdraw such authority and upon such resolution being passed by the Board such Trade Section shall cease to exist.
- 47.2 Trade Sections shall be regulated by the Bye-Laws for the time being in force relating thereto.
- 47.3 No resolution or act of a Trade Section shall in any way bind the Board or the Chamber until such resolution or act shall have been confirmed by resolution of the Board.

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

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

- 48.1 Subject to these Articles, anything sent or supplied by or to the Chamber under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Chamber.
- 48.2 Subject to these Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 48.3 A Director may agree with the Chamber that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

### **49. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

### **50. Minutes**

- 50.1 The Directors must cause minutes to be made in books kept for the purpose:
- 50.1.1 of all appointments of officers made by the Directors;
  - 50.1.2 of all resolutions of the Chamber and of the Directors; and
  - 50.1.3 of all proceedings at meetings of the Chamber and of the Directors, and of Committees of the Board, including the names of the Directors present at each such meeting,
- and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the Chair at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Chamber, be sufficient evidence of the proceedings.
- 50.2 The minutes shall be kept for at least ten years from the date of the meeting, resolution or decision.

### **51. Records and accounts**

- 51.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:
- 51.1.1 annual reports;
  - 51.1.2 annual returns;

51.1.3 annual statements of account; and

51.1.4 annual community interest reports.

## **52. Indemnity**

52.1 Subject to Article 52.2, a relevant Director of the Chamber shall be indemnified out of the Chamber's assets against:

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber; and

(b) any other liability incurred by that Director as an officer of the Chamber.

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

52.3 In this Article a "relevant Director" means any Director or former Director of the Chamber.

## **53. Insurance**

53.1 The Directors shall decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant Director in respect of any relevant loss.

53.2 In this Article:

(a) a "relevant Director" means any Director or former Director of the Chamber;

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Chamber.

## **54. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.