



**Aberdeen &  
Grampian  
Chamber of  
Commerce**

Company Number: SC000791

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

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## **ARTICLES OF ASSOCIATION**

Aberdeen and Grampian Chamber of Commerce

Incorporated on 03 November 1877

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## **INTERPRETATION**

### **1. In these Articles:**

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being.

“the Acts” means every statute from time to time in force concerning companies insofar as the same applies to the Chamber.

“Annual General Meeting” means an annual general meeting of the Members.

“Authorised Representative” means a person who is authorised to represent a Member.

“the Board” means the Board of Directors of the Chamber.

“Bye-law” means any bye-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.

“the Chamber” means Aberdeen and Grampian Chamber of Commerce.

“the Chief Executive” means any person for the time being appointed to perform the duties of Chief Executive of the Chamber.

“Committee” means any committee, sub-committee, panel, working party or other similar body of the Council or the Board as the case may be.

“Connected with a Member” means an individual who is a duly authorised representative of or is a partner, director or employee of or consultant to a Member.

“the Council” means the Council of the Chamber.

“Council Member” means a member of the Council.

“The Constitution” means the Memorandum and Articles of Association of the Chamber and any Bye-laws.

“Director” means a member of the Board.

“Elected Council Member” means a member of the Council elected by the Members or appointed to fill a casual vacancy.

“Executive Director” means an executive of the Chamber holding office as a Director and where the context so requires or admits, includes the Chief Executive.

“Extraordinary General Meeting” means an extraordinary general meeting of the Members.

“General Meeting” means a general meeting of the Members.

“Honorary Member” means an individual who has been admitted to honorary membership pursuant to Article 4.

“Immediate Past-President” means a former President holding office pursuant to Article 69.

“the locality” means the area so described in Clause 3 of the Memorandum of Association.

“Majority Resolution” means a resolution of the Council or of the Board (as the case may be) passed by a majority of two-thirds of the members of the Council or of the Board (as the case may be) present and entitled to vote on the resolution.

“Member” means a member for the time being of the Chamber other than an Honorary Member.

“the Officers” means the President, Vice-President(s) and Immediate Past-President.

“Non-Executive Director” means an individual referred to in Article 39(c) and where the Context so requires or admits includes an Officer.

“the President” means the President of the Chamber.

“the Seal” means the Common Seal of the Chamber.

“the Secretary” means any person appointed from time to time to perform the duties of the Secretary of the Chamber.

“Section” means a Section referred to in Articles 77 to 79.

“Subscriber” means an individual who has subscribed to the Memorandum of Association and to these Articles.

“Vice-President” means a Vice-President of the Chamber.

“Year” where the context so admits means a calendar year from 1st January to 31st December.

Expressions referring to writing shall, unless the contrary intention appears, be construed as

including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form.

The masculine includes the feminine and the singular the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber.

## **MEMBERSHIP**

**2.** The number of Members is unlimited.

**3.** Membership shall be open to:

- (a) individuals who are in business on their own account;
- (b) companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and ancillary services;
- (c) members of professions who have an interest in commerce, industry, trade and ancillary services; and
- (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.

**4.** The Board may admit to honorary membership of the Chamber for such period as it may determine:-

- (a) individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry or trade; and
- (b) individuals whom the Board considers have rendered special service to the Chamber or to the Chamber of Commerce movement.

**5.** An Honorary Member shall receive notice of, and shall be entitled to attend and speak but not vote at an General Meetings. An Honorary Member shall not be required to sign any application for membership or to pay any membership fees, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.

**6.** All applications for membership shall be made in writing in such form as the Board may in its absolute discretion from time to time prescribe.

**7.** The election of Members shall be by resolution of the Board which may refuse any application without giving reasons. The application to the Chamber shall be accompanied by the amount of the membership fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different membership fees for different categories of Member and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first membership fee (or balance thereof, as the case may be).

**8.** A Member may terminate membership by giving notice in writing at least one month before the day when his/its membership fees shall next be due.

**9.** Unless the Board shall suspend the operation of this Article from time to time for a period either generally or in any specific case or cases a Member shall automatically cease to be a Member:

- (a) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
  - (b) if being an individual he is adjudicated bankrupt;
  - (c) if he/it suspends payment or compounds with creditors;
  - (d) if he/it fails to pay the prescribed membership fees within three months of the due date.
- 10.** The Board may by Majority Resolution expel any Member at any time provided that:
- (a) not less than fourteen days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned, and
  - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.

Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.

**11.** Membership fees shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the membership fees the Board may by Bye-law or otherwise from time to time divide Members into categories and fix different membership fees for different categories.

**12.** The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

**13.** Members shall be entitled to vote at meetings of the Chamber in accordance with the provisions of these Articles.

## GENERAL MEETINGS OF MEMBERS

**14.** The Chamber shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Annual General Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.

**15.** All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

**16.** The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition and in the event of default by the Board the General Meeting may be convened by the requisitioning Members as provided by the Acts.

**17.** An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit. The notice

of a General Meeting shall specify the time and place of the General Meeting and in the case of special business the general nature of that business, and shall be given to all Members, Council Members, the Board and the auditors.

**18.** The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

**19.** All business that is transacted at an Extraordinary General Meeting shall be deemed special and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the appointment of Directors and election of Council Members and the appointment of the auditors and granting of authority to the Board to fix the auditors remuneration.

**20.** No business shall be transacted at any General Meeting unless a quorum is present. Fifteen persons entitled to vote upon the business being transacted, each being a Member or a person connected with a Member or a proxy for a Member shall be a quorum.

**21.** If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine, and, if at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Members present in person or through a person connected with a Member or by proxy shall be a quorum.

**22.** The President or in his absence a Vice-President, or in his or their absence the Immediate Past-President, or in his absence some other Director nominated by the Board shall preside as chairman of the General Meeting, but if neither the President nor any such other person shall be present and willing to act within fifteen minutes after the time appointed for holding the General Meeting, the Directors present shall elect one of their number to be chairman provided that the Director so elected is willing to act as chairman, and if there is only one Director present and willing to act, he shall be chairman.

**23.** If no Director is willing to act as chairman, or if no Director is present within fifteen minutes of the time appointed for holding the General Meeting, the Members present in person or represented by proxy or by a person connected with such Member shall choose one of their number to be chairman.

**24.** The chairman may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at an adjourned General Meeting other than business which might properly have been transacted at the General Meeting had the adjournment not taken place. When a General Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned General Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

**25.** A resolution put to the vote at a General Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the chairman; or

(b) by at least five Members having the right to vote at the meeting,

and a demand by a person as proxy for or a person connected with a Member shall be treated the same as a demand by a Member.

**26.** Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**27.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

**28.** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

**29.** In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

**30.** A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question may be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. "The demand for the poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

**31.** No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the General Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

**32.** On a show of hands every Member who (being an individual) is present in person or by a proxy or (being a company, corporation, firm or other organisation) is present by or a person connected with a Member shall have one vote.

**33.** No Member shall vote at any General Meeting, either in person or by proxy or person connected with a Member, unless all moneys presently payable by him/it to the Chamber in respect of membership fees have been paid.

**34.** No objection shall be raised to the qualification of any Member to vote except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any such objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

**35.** On a poll, votes may be given either personally or by a person connected with a Member or by proxy.

**36.** An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Board may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the chairman whose decision shall be final and binding.



**37.** Directors and Members of the Council shall be entitled to attend and speak at any General Meeting notwithstanding that they are not Members. or persons connected with a Member.

## **THE BOARD**

**38.** No person shall be appointed a Director:-

(a) who has not signed the appropriate form of consent, and

(b) who is not either:

(i) a Member (or connected with a Member), or

(ii) an executive of the Chamber.

**39.** The Board shall comprise:

(a) ex officio:

(i) the President;

(ii) the Vice-President(s);

(iii) the Immediate Past-President (if any)

(iv) the Chief Executive;

(b) a maximum number of 3 further Executive Directors being executives of the Chamber;

(c) a maximum number of 8 further Non-Executive Directors being Members or persons connected with a Member.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

**40.** The Directors may in accordance with Article 45 at any time appoint to the Board persons in either category (b) or category (c) of Article 39 who are willing to act as Director, provided that such appointment does not cause the number of Directors in the relevant category to exceed the maximum number stipulated. A Director so appointed shall hold office only until the next following Annual General Meeting (but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting under Article 41). Such a Director whose appointment is not ratified at that Annual General Meeting shall automatically be deemed to have vacated office at the conclusion of such Annual General Meeting.

**41.** At every Annual General Meeting one-third of the Directors in category (c) of Article 39 or if their number is not three or a multiple of three the number nearest to one-third, shall retire from office. Any director so retiring shall, subject to Article 43, be eligible to offer himself for re-appointment.

**42.** The Directors to retire by rotation under the preceding Article shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

**43.** A Non-Executive Director who is not the President, Vice President or Immediate Past President, and who has already served two consecutive terms of office or is in his sixth or more year of office, may not offer himself for re-election but for the avoidance of doubt may be appointed at any time after the expiry of one year from the date of his last retirement.

**44.** The notice of the Annual General Meeting referred to in Article 17, shall include a notice of the Directors retiring by rotation and those successful in offering themselves for re-appointment and any other persons that the Directors have recommended to be appointed as Directors (including any Director appointed under Article 40).

**45.** Any vacancies arising for Directors shall be advertised via Chamber communications channels, and the Board shall manage the shortlisting and interview process. The appropriate number will be ratified at the following Annual General Meeting.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

**46.** The office of a Director shall be vacated if:

- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
- (b) being the Chief Executive he shall cease to hold office as such (when he shall also vacate office as a Council Member); or
- (c) being an executive of the Chamber he ceases to hold office as such (and is not a Member or a person connected with a Member); or
- (d) he resigns his office by notice in writing to the Board; or
- (e) where not an executive of the Chamber, he ceases to be a Member or connected with a Member; or
- (f) he becomes bankrupt or makes any composition with his creditors generally; or
- (g) he has been absent without permission of the Board from 3 consecutive meetings of the Board and the Board resolves that his office be vacated; or
- (h) he is removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by Majority Resolution of the Board passed at a meeting of the Board convened by an Officer on at least twenty-one days' notice provided that:
  - (i) an Officer may not be removed under this sub-paragraph,
  - (ii) the Director concerned shall be given at least fourteen days' notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof.

## **PROCEEDINGS OF THE BOARD**

**47.** Subject to the provisions of the Acts, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Board may convene its own meetings and regulate its own proceedings.

**48.** The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be six provided that of those present a majority are persons from the categories mentioned in clauses (a) (i)-(iv) and (c) of Article 39.

**49.** The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine.

**50.** The Directors may delegate any of their powers to any committee consisting of at least one



Director and such other persons, whether or not Directors, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director such of their powers as they consider 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.

**51.** In the management of the business of the Chamber the Directors shall ensure that the Council and Committees of the Council are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Council and Committees to carry out their functions and particularly their functions concerning representational matters.

**52.** No Director shall be entitled to remuneration for his services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of the Chief Executive shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

## COUNCIL

**53.** There shall be a Council as provided in Articles 54 to 63.

**54.** The functions of the Council shall be to collect, represent and promote the interests, views and opinions of the Members and of the business community generally, interpreting to the best of its ability the true interests of the Chamber and its Members.

**55.** The Council shall comprise:-

(a) ex officio

(i) the President;

(ii) the Vice-President(s);

(iii) the Immediate Past-President (if any);

(iv) the Chief Executive;

(b) such number of Elected Council Members as the Members in General Meeting may determine being not fewer than 12 nor more than 30 and being a multiple of three;

(c) such individuals (whether or not Members or persons connected with a Member and whether or not nominated by some other organisation) as may be co-opted at the discretion of the Council;

(d) such individuals who are Members or persons connected with a Member as may be co-opted by the Council to fill a casual vacancy amongst the Elected Council Members to serve until the Elected Council Member whose place he has filled would have retired.

**56.** No Council Member (except one who is a Director in accordance with these Articles) shall be or be deemed to be or shall act as a director or shadow director of the Chamber.

**57.** No person shall be appointed an Elected Council Member unless:-

(a) a notice executed by a Member qualified to vote at a General Meeting has been given to the Chamber in accordance with Article 60 of the intention to propose that person for appointment stating the name and business address of that person and particulars of any Member with whom that person is connected, and the notice shall have annexed to it the written consent of that person to act as an Elected Council Member if appointed; or

(b) he is nominated by the Board.

**58.** At each Annual General Meeting of the Members one-third of the Elected Council Members (or, if this is not a whole number, the nearest whole number) shall retire from office as Elected Council Members, but each shall be eligible for re-election.

**59.** Those to retire under the preceding Article shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Elected Council Members those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Those Elected Council Members retiring by rotation may, if proposed in the manner described by Article 60, stand for re-election.

**60.** The notice of the Annual General Meeting referred to in Article 17 shall include a notice of the proposed election with the names of the retiring Council Members. At the same time a list shall be opened in the Secretary's office for Members to nominate individuals who are Members, or persons connected with Members, as Council Members. The list shall be closed on the advertised date before the Annual General Meeting. Members may nominate as many representatives for election to the Council as there are vacancies on it.

**61.** When the number of nominations exceeds the number of vacancies, an electronic ballot will take place with a list of the names of the persons nominated issued by the Chamber to all who are entitled to receive notice of the Meeting. Such ballot results will be returned to the Secretary of the Chamber on behalf of the Member by the advertised closing date.

**62.** The votes shall be counted by the Secretary who shall, prior to the commencement of the Annual General Meeting, report to the Chairman the names of those candidates up to the number required to fill the vacancies, who shall be found to have received more votes than any of the other candidates, who shall be deemed to be duly elected. The Chairman shall announce the result of the ballot at the Meeting. In the event of two or more candidates tying for election the Chairman shall exercise a casting vote in private before announcing the result of the ballot.

**63.** An individual holding office as a Council Member shall cease to do so if:

(a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) he resigns his office by notice to the Chamber; or

(c) he ceases to be a Member or connected with a Member unless he has been holding office as a Council Member pursuant to Article 55(c); or

(d) he shall for more than nine consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated.

## **OFFICERS**

**64.** At the Board Meeting prior to each Annual General Meeting the Board shall deal with the election, re-election or appointment and re-appointment of the President and Vice-President(s) of the Chamber in accordance with Article 65, and the nominations for the election of Elected Council Members at the Annual General Meeting in accordance with Article 57.

**65.** At the Board Meeting referred to in Article 64 the Directors shall make nominations for the offices of one President and up to two Vice-Presidents. If there is more than one individual nominated for the post of President a vote of the Directors shall be taken to determine the matter in such manner as the Board may decide. If there are more than two individuals

nominated for the post of Vice-President a vote of the Directors shall be taken to determine the matter in such manner as the Board may decide.

**66.** The persons nominated for the offices of President and Vice-President(s) must be Members or persons connected with a Member. Their appointments shall be ratified by the Members at the Annual General Meeting following the Board Meeting at which they are nominated, and they shall hold office until the next following Annual General Meeting when they shall automatically retire. For the avoidance of doubt, subject to ratification by the members at the Annual General Meeting at which these Articles are adopted, the persons nominated for the offices of President and Vice-President(s) in the notice convening such Annual General Meeting, shall be appointed to such offices.

**67.** A President who has served for one term only may offer himself for re-appointment for one further term at or before the Board meeting held to discuss the matter. A President who has served the maximum term or who does not offer himself for re-election having served only one term shall automatically assume the office of Immediate Past-President from the conclusion of the Annual General Meeting at which he retires and shall hold that office for a maximum of two terms.

**68.** The notice of the Annual General meeting referred to in Article 17, shall include a notice of the persons nominated by the Directors for election as President and Vice-President(s) and the requirement that their appointments shall be confirmed by resolution of the Members

**69.** An individual who has held office as Immediate Past-President shall not be eligible for election as a Director until at least one year has expired from the date when he ceased to hold office as Immediate Past-President.

**70.** In the case of any vacancy occurring in the office of President then the vacancy shall be filled by a Director approved by the Board and ratified at the next AGM.

**71.** In the case of any vacancy occurring in the office of Vice-President then the vacancy shall be filled by the Board appointing a Vice-President from the Directors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Board may decide. If the vacancy has occurred by reason of a Vice-President taking over the office of President the individual appointed Vice-President shall hold office as Vice-President for the remainder of the period the person he has succeeded would have continued in office and for such further period as his predecessor holds office as President. If the vacancy has occurred for any other reason the individual appointed Vice-President shall hold office as such for the remainder of the period the person he has succeeded would have continued in office.

**72.** Any casual vacancy in the office of Immediate Past-President shall be left unfilled.

## **CHIEF EXECUTIVE**

**73.** The Chief Executive shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit, and subject to the terms of any agreement entered into in any particular case, the Board may revoke such appointment.

**74.** In relation to his duties and obligations as a Director of the Chamber, the Chief Executive shall act as managing director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

**75.** In relation to his duties and obligations as a Council Member, the Chief Executive in

conjunction with the President and other officers shall be responsible for media relations in connection with representational matters.

## SECRETARY

**76.** Subject to the provisions of the Acts, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall ensure that the documentation of the Chamber is in order, that all returns required by the Acts are duly made, and that the Chamber's own register and records are properly maintained.

## SECTIONS

**77.** The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the formation of a Section.

**78.** The Board of its own volition and without any application may form a Section.

**79.** The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its members are Members.

## BYE-LAWS

**80.** The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Memorandum of Association and these Articles and which do not reduce the functions of the Council.

**81.** Without prejudice to the generality of the foregoing, Bye-Laws may be made, altered or revoked in connection with:

- (a) Membership
- (b) Subscriptions
- (c) Committees
- (d) Proceedings of the Council
- (e) Proceedings of the Board, and
- (f) Sections.

## DECLARATIONS OF INTEREST

**82.** A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Sections 182 and 177 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of this interest to the Board. A Board member having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

**83.** For the purposes of Article 82:

- (a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of 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 his.

## MINUTES

**84.** The Board shall cause minutes to be kept of all proceedings at General Meetings and meetings of the Council, Board, Sections (if any) and Committees, including the names of Council, Board, Section or committee members present at each such meeting.

**85.** All minutes of the Board, Council, Section and any Committee shall be open to inspection by any Director. Minutes of meetings of the Council, shall also be open to inspection by Members.

## ACCOUNTS

**86.** The accounting records and any other book or document shall be open to inspection by any Director. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Board.

## AUDITORS

**87.** Auditors shall be appointed and their duties regulated in accordance with the Acts.

## NOTICES

**88.** Any notice to be given pursuant to the Articles shall be in writing or shall be given using electronic communications to such address as may from time to time be notified for that purpose by the person receiving such notice to the person giving such notice.

**89.** The Chamber may give any notice to a Member, an Honorary Member, or any member of the Council, or the Auditors personally, by electronic communication as aforesaid or by sending it by post addressed to the intended recipient at his registered address or any address supplied to the Chamber for the giving of notice.

**90.** A Member present, either in person or by proxy or by a person connected with a Member, at any General Meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

## INDEMNITIES

**91.** Subject to the provisions of the Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Chamber.

**92.** The Chamber shall have express power to purchase and maintain for any such Director or the Secretary insurance against any such liability, and if the power is exercised the fact shall be stated in the Directors' Report in accordance with the provisions of the Acts.

## WINDING-UP

**93.** The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up. Clause 8 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.