

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of
NEWQUAY CHAMBER OF COMMERCE & TOURISM**

1. The name of the Company (“the Chamber”) is “Newquay Chamber of Commerce and Tourism”.
2. The registered office of the Chamber is to be situated in England and Wales.
3. The objects (“the principal objects”) for which the Chamber is established are the promotion of commerce tourism industry transport science and education in Newquay (“the locality”) and elsewhere within the United Kingdom and anything incidental to or conducive to any of those objects and in furtherance of the principal objects the Chamber shall have the following express powers.
 - (a) to seek Affiliation to Cornwall Chamber of Commerce & Industry;
 - (b) to promote commerce tourism industry trade and transport and in that connection to foster advance and protect commercial industrial trade and professional enterprises and without limitation other activity and business undertakings of all kinds in the locality and elsewhere in the United Kingdom;
 - (c) to provide and develop business services to members and others
 - (d) to represent in the United Kingdom the rest of the European Community and elsewhere, and to promote and protect the collective interests views and opinions of the members, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce tourism industry trade or transport;
 - (e) to promote high standards of business and the recognition and use of national and international standards;
 - (f) to provide a means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people, and to stimulate public awareness of business interest;
 - (g) to seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.
4. In furtherance of the principal objects but not otherwise the Chamber shall also have power
 - (a) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;

- (b) to construct, maintain and alter any houses, buildings or installations;
 - (c) to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
 - (d) to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber;
 - (e) to print and publish any newspapers, periodicals, books, leaflets or computer programmes and other works and publications and to produce and market films and other audio or visual aids;
 - (f) to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;
 - (g) to borrow and raise money and secure its repayment in any manner;
 - (h) to invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit;
 - (i) to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
 - (j) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
 - (k) to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Chamber;
 - (l) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;
 - (m) to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any body with which the Chamber is authorised to amalgamate;
 - (n) to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
5. The income of the Chamber, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to its assets, in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association, contracted before he ceased to be a member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.
8. If on the winding up of the Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chamber, but shall be given or transferred to some other body (whether or not it is a member of Chamber) having objects similar to those of the Chamber, or to another body the objects of which are charitable.

**THE COMPANIES ACTS 1985 TO 1989
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**ARTICLES OF ASSOCIATION
of
NEWQUAY CHAMBER OF COMMERCE & TOURISM**

INTERPRETATION

1. In these Articles:

“The Act” means the Companies Act 1985 including any statutory modification or reenactment 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.

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

“Byelaw” means any byelaw 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 Newquay Chamber of Commerce and Tourism.

“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, subcommittee, panel, working party or other similar body of the Executive Committee or the Board as the case may be.

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

“Executive Committee” means the Council of the Chamber (howsoever designated from time to time).

“Councillor” means a member of the Executive Committee.

“Executive Committee Annual Meeting” means a meeting of the Executive Committee pursuant to Article 57.

“The Constitution” means the Memorandum and Articles of Association of the Chamber and any Byelaws from time to time in force.

“Director” means a member of the Board.

“Elected Councillor” means a member of the Executive Committee 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.

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

“Immediate Past Chairman” means a Past Chairman holding office pursuant to Article 59.

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

“Majority Resolution” means a resolution of the Executive Committee or of the Board (as the case may be) passed by a majority of two thirds of the members of the Executive Committee 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 Chairman, Senior Vice Chairman, Junior Vice Chairman and Immediate Past Chairman.

“Non Executive Director” means an individual referred to in Article 40 (f) and where the context so requires or admits includes an Officer.

“The Chairman” means the Chairman 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 70 to 72.

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

“Vice Chairman” means the Vice Chairman of the Chamber.

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

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.

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, tourism, industry, trade and transport,
 - (c) members of professions who have an interest in commerce, tourism, industry, trade and transport;
 - (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
4. The Executive Committee may admit to Honorary Membership of the Chamber for such period as it may determine:

- (a) individuals whom the Executive Committee considers are distinguished in statesmanship, diplomacy, commerce, tourism, finance, industry, trade or transport.
 - (b) individuals whom the Executive Committee considers have rendered special service to the Chamber or a Founder, or to the Chamber movement.
5. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, 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 (containing an undertaking to be bound by the Constitution of the Chamber if elected) 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 (save as hereinafter mentioned) may refuse any application without giving reasons. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance 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 entrance fees for different classes. If a member or a person connected with a member of a Founder applies to become a Member within three months of the date of incorporation of the Chamber the Board may only refuse the application for cause and by Majority Resolution. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty eight days of notification the Member's first subscription.
 8. A Member may terminate membership by giving notice in writing at least three months before the day when his subscription shall next be due. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.
 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 adjudicated bankrupt.
 - (c) if suspending payment or compounding with creditors.
 - (d) if being an individual he is or may be suffering from mental disorder and either:
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - (e) if failing to pay the prescribed subscription within two months of the due date.
 10. The Board may by Majority Resolution expel any Member at any time provided that:

- (a) not less than twenty one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
 - (b) the Member 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.
 - (c) 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 readmit to membership any Member so expelled at such time and on such terms as it may determine.
11. The annual subscription to the Chamber 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 annual subscriptions the Board may by Bye Law or otherwise from time to time divide Members into categories and fix different rates of subscription 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 subsequent 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 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, or in default the meeting may be convened by the requisitionists 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 meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, members of Executive Committee and auditors.
18. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
19. All business shall be deemed special that is transacted at an extraordinary general meeting, 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 election of members of the Executive Committee and the appointment of and the fixing of the remuneration of the auditors.

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 or a duly authorised representative of a corporation, shall be a quorum.
21. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum.
22. The Chairman or in his absence the Senior Vice Chairman or in his absence the Junior Vice Chairman or in his absence the Immediate Past Chairman or in his absence some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board present shall elect one of their number to be chairman and if there is only one member of Board present and willing to act he shall be chairman.
23. If no member of the Board is willing to act as chairman, or if no member of the Board is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairman.
24. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a 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 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 of 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 duly authorised representative of or a person connected with a Member shall be 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 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 meeting at which the poll was demanded.
29. In the case of an 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 shall 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 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 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 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 (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.
33. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be tendered, and every vote not disallowed at the meeting shall be valid. Any 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 or duly authorised representative.
36. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Executive Committee may approve. The Board may from time to time make ByeLaws 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. Members of the Board and of the Executive Committee shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chamber or persons connected with a Member or proxies or duly authorised representative of 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 a person connected with a Member, or
- ii. an executive of the Chamber

39. No person (other than a Subscriber) shall become a Non Executive Director except an individual appointed by the Executive Committee or an individual appointed by the Board to fill a casual vacancy. The Board shall at all times have power to fill a casual vacancy amongst the Non Executive Directors to serve until the Non Executive Director whose place he would have filled would have retired. The Board shall at all times have power to appoint Executive Directors.

40. The Board shall consist of:

- (a) the Chairman
- (b) the Senior Vice Chairman
- (c) the Junior Vice Chairman (if any)
- (d) the Immediate Past Chairman (if any)
- (e) the Chief Executive (if any)
- (f) up to five individuals (each a Member or a person connected with a Member) who are either Subscribers or appointed by the Executive Committee or by the Board to fill a casual vacancy
- (g) up to three executives of the Chamber (not being Members or persons connected with Members) appointed by the Board. Provided that the total number of Executive Directors shall always be at least two less than the total number of Non Executive Directors

41. 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 appoint its own meetings and regulate its own proceedings.

42. 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) (b) (c) (d) and (f) of Article 40.

43. 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, including authority for the agent to delegate all or any of his powers.

44. The Directors may delegate any of their powers to any committee consisting of at least one Board member and such other persons, whether or not Board members, 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.

45. In the management of the business of the Chamber the Directors shall ensure that the Executive Committee and Committees of the Executive Committee are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Executive Committee to carry out its functions and particularly its functions concerning representational matters.
46. 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 Executive Directors 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.

Executive Committee

47. There shall be an Executive Committee as provided in Article 49.
48. The functions of the Executive Committee shall be:
- (a) to appoint Non Executive Directors
 - (b) to remove Non Executive Directors
 - (c) to admit individuals to Honorary Membership of the Chamber
 - (d) to seek to become and be recognised as the business forum of the locality and as such at its meetings and through the work of the Chamber's committees and otherwise 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.
49. The Executive Committee shall be composed of:
- (a) the Chairman
 - (b) the Senior Vice Chairman
 - (c) the Junior Vice Chairman
 - (d) the Immediate Past Chairman
 - (e) the Chief Executive
 - (f) such number (being not fewer than 3 nor more than 12 and being a multiple of three) as the Chamber may in general meeting determine of Elected Councillors each of whom shall be an individual who is a Member or a person connected with a Member.
 - (g) 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 Executive Committee.
 - (h) such individuals as maybe co-opted by the Executive Committee to fill a casual vacancy amongst the Elected Councillors to serve until the Elected Councillor whose place he has filled would have retired.
50. No Councillor (except those who are also Directors in accordance with these Articles) shall be or be deemed to be or act as a director or shadow director of the Chamber.
51. At each annual general meeting of the Members one third of the Elected Councillors (or, if this is not a whole number, the nearest whole number) shall retire from office as Elected Councillors, but each shall be eligible for reelection.

52. Those to retire 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 reappointed Elected Councillors those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
53. If the Chamber, at the meeting at which an Elected Councillor retires by rotation does not fill the vacancy, the retiring Councillor shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a motion for the reelection of the Councillor is put to the meeting and lost. If an Elected Councillor is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
54. No person other than an Elected Councillor retiring by rotation shall be appointed or reappointed an Elected Councillor at any general meeting unless:
- (a) he is recommended by the Board; or
 - (b) not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment, stating the name and residential and business addresses of that person and particulars of any Member with whom that person is connected together with notice executed by that person of his willingness to be appointed or reappointed.
55. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Elected Councillor retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment as an Elected Councillor at the meeting or in respect of whom notice has been duly given to the Chamber of the intention to propose him at the meeting for appointment or reappointment as an Elected Councillor.
56. An individual holding office as a Councillor shall cease to do so if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) he is, or may be, suffering from mental disorder and either
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (c) he resigns his office by notice to the Chamber, or
 - (d) he shall for more than six consecutive months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period and the Executive Committee resolves that his office be vacated.
57. An Executive Committee Annual Meeting shall be held as soon as practicable after each annual general meeting of the Members for the purpose of dealing with the election, reelection or appointment and reappointment of Chairman, Vice Chairman and the other Non Executive Directors as the case may be.

OFFICERS

58. An individual who has held office as Immediate Past Chairman shall not be eligible for election as an Elected Councillor until at least one year has expired from the date when he ceased to hold office as Immediate Past Chairman.
59. At each Executive Committee Annual Meeting a Junior Vice Chairman nominated by Executive Committee shall be appointed from amongst the Elected Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as Executive Committee may decide. Thereafter the individual so appointed shall in due course succeed year by year to the offices of Senior Vice Chairman, Chairman and Immediate Past Chairman retiring from the latter office at the conclusion of the fourth Executive Committee Annual Meeting after the Executive Committee Annual Meeting at which he was appointed.
60. In case of any vacancy occurring in the office of Chairman then the vacancy shall be filled by the Senior Vice Chairman who shall cease to be Senior Vice Chairman and shall hold office as Chairman for the remainder of the period the person he has succeeded would have continued in office and for the ensuing year.
61. In case of any vacancy occurring in the office of Senior Vice Chairman then the vacancy shall be filled by the Junior Vice Chairman who shall cease to be Junior Vice Chairman and shall hold office as Senior Vice Chairman for the remainder of the period the person he has succeeded would have continued in office and for the ensuing year.
62. In the case of any vacancy occurring in the office of Junior Vice Chairman then the vacancy shall be filled by Executive Committee appointing a Junior Vice Chairman from amongst the Elected Councillors and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as Executive Committee may decide. If the vacancy has occurred by reason of the Junior Vice Chairman taking over the office of Senior Vice Chairman, the individual appointed Junior Vice Chairman shall hold office as Junior Vice Chairman 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 Senior Vice Chairman. If the vacancy has occurred for any other reason the individual appointed Vice Chairman shall hold office as such for the remainder of the period the person he has succeeded would have continued in office.
63. Any casual vacancy in the office of Immediate Past Chairman shall be left unfilled until the next Executive Committee Annual Meeting.

CHIEF EXECUTIVE

63. 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, may revoke such appointment.
64. The Chief Executive shall not also be Secretary.
65. 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.

66. In relation to his duties and obligations as a Councillor, the Chief Executive in conjunction with the Chairman and other Officers shall be responsible for media relations in connection with representational matters.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

67. 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) if (being the Chief Executive) he shall cease to hold office as such (when he shall also vacate office as a Councillor); or
- (c) he resigns his office by notice in writing to the Chamber; or
- (d) he becomes bankrupt or makes any composition with his creditors generally; or
- (e) he is or may be suffering from mental disorder and either:
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (f) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
- (g) he shall be 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 Executive Committee passed at a meeting of the Executive Committee convened by an Officer on at least twenty one days' notice provided that:
 - i. an Officer may not be removed under this subparagraph,
 - 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 Executive Committee written representations and to be heard and represented at the meeting of the Executive Committee called to consider the resolution and at any adjournment thereof
 - iii. a vacancy created by the removal of a Director under this subparagraph may be filled as a casual vacancy by the Board or by Executive Committee as the case may be but a person who has been removed shall not be reappointed under this subparagraph.

SECRETARY

68. 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 have no duties in relation to the functions of the Executive Committee in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated and proper records are kept. The Secretary shall act as the chief administrative officer of the Chamber ensuring 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, and (save in so far as the responsibility falls on some member of the Chamber executive) practical effect is given to decisions of the Board.

SECTIONS

69. 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.

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

71. 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.

BYELAWS

72. 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 Executive Committee.

73. 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 Executive Committee
- (e) Proceedings of the Board, and
- (f) Sections.

DECLARATIONS OF INTEREST

74. 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 Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his 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.

75. For the purposes of Article 74:

- (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;

76. 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

77. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, and of the Executive Committee,

Board, Sections (if any) and Committees, including the names of Executive Committee, Board, Section or committee members present at each such meeting.

78. All minutes shall be open to inspection by any Director. Minutes of meetings of the Executive Committee, any Section and any Committee shall also be open to inspection by Members.

ACCOUNTS

79. The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. 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 or by any ordinary resolution of the Chamber.

AUDITORS

80. Reporting Accountants shall be appointed and their duties regulated in accordance with the Acts. The Reporting Accountants shall have the right at their discretion to attend any meeting of the Board.

NOTICES

81. Any notice to be given pursuant to the Articles shall be in writing.

82. The Chamber may give any notice to a Member, an Honorary Member, or any member of the Executive Committee, or the Auditors either personally or by sending it by post in a prepaid envelope addressed to the intended recipient at his registered address or any address supplied to the Chamber for the giving of notice.

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

84. Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty eight hours after the envelope containing it was posted.

INDEMNITIES

85. 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 retention to the Chamber.

86. 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 provision of the Acts.

WINDINGUP

87. 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.