

**The Companies Act 1985 and  
and the Companies Act 2006  
Company limited by Guarantee**

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**ARTICLES OF ASSOCIATION  
of  
CANADA-UNITED KINGDOM  
CHAMBER OF COMMERCE**

**(as adopted pursuant to a special resolution 5 September 2007)**

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**Articles of Association**

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**Canada-United Kingdom  
Chamber of Commerce**

**1. INTERPRETATION**

1.1. No regulations for management of a company set out in any statute concerning companies or contained in any regulations or instrument made pursuant to a statute shall apply to the Company. The following shall be the Articles of Association of the Company.

1.2. In these regulations:

<b>“1985 Act”</b>	means the Companies Act 1985;
<b>“2006 Act”</b>	means the Companies Act 2006;
<b>“Act”</b>	means every statute from time to time in force concerning companies including for the avoidance of doubt the 1985 Act and the 2006 Act, including any statutory modification or re-enactment thereof for the time being in force;
<b>“Articles”</b>	means the articles of association of the Chamber;
<b>“Auditors”</b>	means the auditors of the Chamber;
<b>“Board”</b>	means the board of Directors of the Chamber;
<b>“Chamber”</b>	means the above named company;
<b>“clear days”</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>“Directors”</b>	means the Directors of the Board;
<b>“Electronic Communication”</b>	means that the document or information is sent or supplied in such electronic form and by such electronic means as are set out in section 1168 of the 2006 Act including, without limitation, e-mail, facsimile, CD Rom, audio tape, telephone transmission and publication on a website;

<b>“executed”</b>	includes any mode of execution;
<b>“Executive Director”</b>	means the executive director(s) of the Chamber for the time being whether called by that name or managing director, chief executive or similar but for the avoidance of doubt shall not include the President, Vice-President or Treasurer;
<b>“Existing Members”</b>	means the persons who are members of the Chamber as at the date of adoption of these articles;
<b>“member representative”</b>	means each individual member or, in accordance with Article 8, each individual designated by a member as a member representative;
<b>“Office”</b>	means the registered office of the Chamber;
<b>“President”</b>	means the president of the Chamber for the time being;
<b>“seal”</b>	means the common seal of the Chamber;
<b>“Secretary”</b>	means the secretary of the Chamber or any other person appointed to perform the duties of the secretary of the Chamber, including a joint assistant or deputy secretary;
<b>“Treasurer”</b>	means the treasurer of the Chamber of the time being;
<b>“Vice-President”</b>	means the Vice-President of the Chamber for the time being; and
<b>“United Kingdom”</b>	means the United Kingdom of Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Chamber.

## **2. MEMBERS**

- 2.1. All persons interested in the objects of the Chamber shall be eligible for membership.
- 2.2. The Chamber shall consist of all Existing Members (for so long as they remain members), and such other persons as are admitted to membership in accordance with these Articles.
- 2.3. Save for Existing Members no person shall be admitted as a member of the Chamber unless such person:
  - 2.3.1. delivers to the Chamber an application for membership in such form as the Board shall require and such application is approved by:
    - 2.3.1.1. the Executive Director or the Board; and
    - 2.3.1.2. has paid the admission fee, if any, for the category of membership for which such person is applying.

- 2.4. Subject to applicable law, the Executive Director, or as the case may be, the Board may reject any application for membership in its absolute discretion without giving any reasons therefore.
- 2.5. The annual and other subscriptions (if any) payable by the members are to be such as the Board from time to time prescribes.
- 2.6. The Board reserves the right to expel a person from membership if in the opinion of the Board the conduct of the member is injurious to the character of the Chamber or objectionable in any respect. Any member expelled in accordance with these Articles forfeits all rights to any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion.
- 2.7. A member may at any time withdraw from the Chamber by giving at least seven clear days' notice to the Chamber and shall, unless otherwise determined by the Directors, cease to be members on such date as any annual or other subscription fee becomes due but remains unpaid (but may be re-admitted as a member of the Chamber by the Secretary or Executive Director upon payment of any such arrears). Membership shall not be transferable and shall cease on death.

### **3. CATEGORIES OF MEMBERSHIP**

The Board may prescribe such categories of membership for the Chamber as it sees fit from time to time, including charter, corporate, individual and life memberships (and various categories thereof), and may set out the number of persons who may participate in the Chamber in connection with each such category of membership, any other benefits and obligations of such category of membership and, subject to Article 2, the conditions under which such membership may be revoked. Membership fees and other fees shall also be set by the Board.

### **4. GENERAL MEETINGS**

- 4.1. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Chamber may call a general meeting.

### **5. NOTICE OF GENERAL MEETINGS**

- 5.1. Subject to the provisions of the Act, annual general meetings shall be held at such time and place as the Board may determine.
- 5.2. All general meetings other than annual general meetings, shall be called extraordinary general meetings.
- 5.3. The Board may convene an extraordinary general meeting whenever it thinks fit. At any meeting convened on such requisition (or any meeting requisitioned by a member or members pursuant to the Act) no business shall be transacted except that stated by the requisition or proposed by the Board. If there are not within the United Kingdom sufficient members of the Board to convene a general meeting, any Director or any member of the Chamber may call a general meeting.
- 5.4. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution appointing a person as a Director or

(save as provided by the Act) a resolution of which special notice has been given to the Chamber shall be convened by not less than 21 clear days' notice in writing. Other extraordinary general meetings shall be convened by not less than 14 clear days' notice in writing.

- 5.5. Subject to the provisions of the Act, and notwithstanding that it is convened by shorter notice than that specified in Article 5.4, a general meeting shall be deemed to have been duly convened if it is so agreed:
  - 5.5.1. in the case of an annual general meeting by all the members entitled to attend and vote at the meeting; and
  - 5.5.2. in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together holding not less than 90 per cent of the voting rights giving that right.
- 5.6. Every notice convening a general meeting shall specify:
  - 5.6.1. whether the meeting is an annual general meeting or an extraordinary general meeting;
  - 5.6.2. the place, the day and the time of the meeting;
  - 5.6.3. in the case of special business, the general nature of that business;
  - 5.6.4. if the meeting is convened to consider a special or extraordinary resolution, the intention to propose the resolution as such; and
  - 5.6.5. with reasonable prominence that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not also be a member.
- 5.7. The notice shall be given to the members (other than any who under the provisions of these Articles or as a result of any restrictions imposed on any members are not entitled to receive notice from the Chamber), to the Directors and to the Auditors and if more than one for the time being, to each of them.
- 5.8. Where the Chamber has given an electronic address in any notice of meeting, any document or information relating to proceedings at the meeting may be sent by Electronic Communication to that address, subject to any conditions or limitations specified in the relevant notice of meeting.
- 5.9. The accidental omission to send a notice of meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, to, or the non-receipt of either by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.
- 5.10. All business that is transacted at a general meeting shall be deemed special, except the following transactions at an annual general meeting:
  - 5.10.1. the receipt and consideration of the annual accounts and the reports of the Directors, and the Auditors and other documents required to be attached or annexed to the accounts;
  - 5.10.2. subject to Article 10, the election or re-election of the Directors, President, Vice-President and Treasurer; and
  - 5.10.3. the re-appointment of the Auditors retiring (unless they were last appointed otherwise than by the Chamber in general meeting) and the fixing of the

remuneration of the Auditors or the determination of the manner in which such remuneration is to be fixed.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business but the absence of a quorum shall not preclude the choice or appointment of a Chairman which shall not be treated as part of the business of the Meeting. Subject to the provisions of Article 6.2, 3 persons entitled to attend and to vote on the business to be transacted, each being a member present in person or a proxy for a member or a duly authorised member representative, shall be a quorum.
- 6.2. If within 15 minutes (or such longer interval not exceeding one hour as the Chairman in his absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, the meeting 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 time and place as the Chairman (or, in default, the Board) may determine, being not less than 14 nor more than 28 days thereafter. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting one member present in person or by proxy or (being a corporation) by a duly authorised member representative shall be a quorum. If no such quorum is present or, if during the adjourned meeting a quorum ceases to be present, the adjourned meeting shall be dissolved. The Chamber shall give at least 7 clear days' notice of any meeting adjourned through lack of quorum (where such meeting is adjourned to a day being not less than 14 nor more than 28 days thereafter).
- 6.3. The Board may direct that members or proxies wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse entry to such general meeting to any member or proxy who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.
- 6.4. If it appears to the Chairman that the meeting place specified in the notice convening the meeting is inadequate to accommodate all members entitled and wishing to attend, the meeting shall nevertheless be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate facilities are available to ensure that any member who is unable to be accommodated is nonetheless able to participate in the business for which the meeting has been convened and to hear and see all persons present who speak (whether by the use of microphones, loud-speakers, audio-visual communications equipment or otherwise), whether in the meeting place or elsewhere, and to be heard and seen by all other persons so present in the same manner.
- 6.5. The President shall preside as Chairman at every general meeting of the Chamber. If there be no such Chairman or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the meeting or shall be unwilling to act as Chairman, the Vice-President shall if present and willing to act preside as Chairman at such meeting. If neither the President nor Vice-President shall be so present and willing to act, the Directors present shall choose one of their number to act or, if there be only one Director present, he shall be Chairman if willing to act. If no Director is willing to act as Chairman of the meeting or, if no Director is present within 15 minutes of the time appointed for holding the meeting, the members

present and entitled to vote shall choose one of their number to be Chairman of the meeting.

- 6.6. The Chairman of the general meeting may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place as he shall determine. However, without prejudice to any other power which he may have under these Articles or at common law the Chairman may, without the need for the consent of the meeting, interrupt or adjourn any meeting from time to time and from place to place or for an indefinite period if he is of the opinion that it has become necessary to do so in order to secure the proper and orderly conduct of the meeting or to give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting or to ensure that the business of the meeting is otherwise properly disposed of.
- 6.7. Where a meeting is adjourned indefinitely the Board shall fix the time and place for the adjourned meeting. Whenever a meeting is adjourned for 30 days or more or indefinitely, 7 clear days' notice at the least, specifying the place, the day and time of the adjourned meeting and the general nature of the business to be transacted, shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 6.8. No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

## **7. VOTES OF MEMBERS**

- 7.1. At any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:
  - 7.1.1. the Chairman of the meeting; or
  - 7.1.2. by at least 5 members present in person or by proxy having the right to vote at the meeting; or
  - 7.1.3. a member or members present in person or by proxy representing not less than one tenth of the voting rights of all the members having the right to vote at the meeting,

and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.

- 7.2. No member shall, unless the Board otherwise determines, be entitled to vote at a general meeting or at any separate meeting of the holders of any category of membership either in person or by proxy in respect of any membership held by him or to exercise any right as a member unless all calls or other sums presently payable by him in respect of that membership in the Chamber (including for the avoidance of doubt subscription or renewal fees) have been paid to the Chamber.
- 7.3. Unless a poll is duly demanded and the demand is not withdrawn a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive, and an entry to that effect in the book containing the minutes of proceedings of the Chamber shall be conclusive evidence thereof, without



proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 7.4. No objection shall be raised to the qualification of any voter or to the counting of or failure to count any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that it is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman on such matters shall be final and conclusive.
- 7.5. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, any error in such ruling shall not invalidate the proceedings on the substantive resolution. In the case of a resolution duly proposed as a special or extraordinary resolution no amendment to it (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted on. In the case of a resolution duly proposed as an ordinary resolution, no amendment to it (other than a mere clerical amendment to correct a manifest error) may be considered or voted upon unless notice of such proposed amendment is given to the Office at least 48 hours prior to the time appointed for holding the relevant meeting or adjourned meeting or (in the absence of any such notice) the Chairman of the meeting in his absolute discretion rules that the amendment is fit for consideration at the meeting.
- 7.6. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken forthwith. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll as demanded, as the Chairman shall direct. The Chairman may, and if so directed by the meeting shall, appoint scrutineers who need not be members and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. No notice need be given of a poll not taken immediately 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.7. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- 7.8. The demand for a poll may before the poll is taken, be withdrawn, but only with the consent of the Chairman. A demand so withdrawn shall validate the result of a show of hands declared before the demand was made. If a demand is withdrawn, the persons entitled in accordance with Article 7.1 may demand a poll.
- 7.9. On a poll votes may be given in person or by proxy or (in the case of a corporate member) by a duly authorised member representative. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- 7.10. Subject to the provisions of the Act and to any special terms as to voting on which any memberships may have been issued or may for the time being be held and to

any suspension or abrogation of voting rights pursuant to these Articles, at any general meeting every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised member representative, not being himself a member entitled to vote, shall on a show of hands have one vote and on a poll every member present in person or by proxy or (being a corporation) by a duly authorised member representative shall have one vote for each member.

- 7.11. Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Board may in its absolute discretion on or subject to production of such evidence of the appointment as the Board may require, permit such receiver or curator bonis or other person authorised by a court or official, to vote in person or, on a poll, by proxy on behalf of such member at any general meeting. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 7.12. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll was demanded shall be entitled to a second or casting vote in addition to any other vote that he may have.
- 7.13. Any person (whether a member of the Chamber or not) may be appointed to act as a proxy. Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment of it.
- 7.14. The appointment of a proxy shall:
- 7.14.1. be in any common form or in such other form as the Board may approve under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of some officer or attorney duly authorised in that behalf;
  - 7.14.2. be deemed (subject to any contrary direction contained in the same) to confer authority to demand or join in demanding a poll and to vote on any resolution or amendment of a resolution put to the meeting for which it is given, as the proxy thinks fit, but shall not confer any further right to speak at the meeting except with the permission of the Chairman;
  - 7.14.3. unless the contrary is stated in it be valid as well for any adjournment of the meeting as for the meeting to which it relates; and
  - 7.14.4. where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of any such meetings.
- 7.15. A member may appoint more than one proxy to attend on the same occasion. When 2 or more valid but differing appointments of proxy are delivered in respect of the same membership for use at the same meeting and in respect of the same matter, the one which is last validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that membership. If the Chamber is unable to determine which appointment was last

validly delivered, none of them shall be treated as valid in respect of that membership.

- 7.16. The Board shall at the expense of the Chamber send by post or otherwise forms of appointment of proxy (reply-paid or otherwise) with the notice convening any general meeting to members entitled to vote at the meeting. Such forms of appointment of proxy shall provide for voting both for and against all resolutions to be proposed at the meeting other than the resolutions relating to the procedure of the meeting. The accidental omission to send an appointment of proxy or the non receipt of it by any member entitled to attend and vote at a meeting shall not invalidate the proceedings at that meeting.
- 7.17. The Directors may allow the appointment of a proxy to be sent or supplied in electronic form subject to any conditions or limitations as the Directors may specify, and where the Chamber has given an electronic address in any instrument of proxy or invitation to appoint a proxy, any document or information relating to proxies for the meeting (including any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, or notice of the termination of the authority of a proxy) may be sent by Electronic Communication to that address, subject to any conditions or limitations specified in the relevant notice of meeting.
- 7.18. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
  - 7.18.1. in the case of an instrument in writing being deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Chamber in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
  - 7.18.2. in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:
    - 7.18.2.1. in the notice convening the meeting, or
    - 7.18.2.2. in any instrument of proxy sent out by the Chamber in relation to the meeting, or
    - 7.18.2.3. in any invitation contained in an Electronic Communication to appoint a proxy issued by the Chamber in relation to the meeting,be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 7.18.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 7.18.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to Electronic Communications, includes any number or address used for the purposes of such communications.

## **8. ORGANISATIONS ACTING BY REPRESENTATIVES**

- 8.1. Any corporation, organisation or other non-individual which is a member of the Chamber may:
  - 8.1.1. by notifying to the Chamber as part of its membership application and/or from time to time thereafter the name of the individual who is nominated and authorised as the main representative of that member for the purposes of its membership of the Chamber, details of which the Chamber shall maintain in its records as evidence thereof; or
  - 8.1.2. in the absence of a representative having been notified pursuant to Article 8.1.1, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Chamber or of any class of members of the Chamber.
- 8.2. The person so authorised or nominated pursuant to Article 8.1 above shall be entitled to exercise the same powers on behalf of such corporation, organisation or other non-individual as it could exercise if it were an individual member of the Chamber and such corporation, organisation or other non-individual shall for the purpose of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

## **9. POWERS AND DUTIES OF THE BOARD**

- 9.1. Subject to the provisions of these Articles, the Board may meet for the despatch of matters concerning the Chamber, adjourn and otherwise regulate its proceedings as it thinks fit.
- 9.2. No alteration of the memorandum of association, or of these Articles and no such direction given by the Chamber shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained elsewhere in these Articles as to any specific power of the Board shall not be deemed to limit the general powers given by this Article.
- 9.3. If the number of Directors is less than the minimum for the time being prescribed by these Articles the remaining Director or Directors shall act only for the purposes of appointing an additional Director or Directors to make up such minimum or of convening a general meeting of the Chamber for the purpose of making such appointment. If there are no Director or Directors able or willing to act, any 2 members may summon a general meeting for the purpose of appointing Directors. Subject to the provisions of these Articles, any additional Director so appointed shall hold office only until the dissolution of the annual general meeting of the Chamber next following such appointment unless he is re-elected during such meeting.
- 9.4. The Board may from time to time delegate or entrust to and confer on any Director holding executive office (including any Executive Director) such of its powers, authorities and discretions (with power to sub- delegate) for such time on such terms and subject to such conditions as it thinks fit; and revoke, withdraw, alter or vary all or any of such powers.

- 9.5. The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) for such time on such terms and subject to such conditions as it thinks fit to any committee consisting of one or more Directors and (if thought fit) one or more other persons provided that no resolution of a committee shall be effective unless a majority of those present when it is passed are Directors or alternate Directors.
- 9.6. The Board may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such powers and discharge any such committee in whole or in part. Insofar as any power, authority or discretion is so delegated any reference in these Articles to the exercise by the Board of such power, authority or discretion shall be construed as if it were a reference to the exercise of such power, authority or discretion by such committee. Subject to any terms and conditions expressly imposed by the Board, the proceedings of a committee with 2 or more members shall be governed by such of these Articles as regulate the proceedings of the Board so far as they are capable of applying.
- 9.7. The Board may by power of attorney or otherwise appoint any company, firm, person or persons (including registrars) to be the agent or attorney of the Chamber and may delegate to any such agent or attorney or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, any of its powers, authorities and discretions (with power to sub-delegate), in each case for such purposes and for such time, on such terms (including as to remuneration) and subject to such conditions as it thinks fit. The Board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such powers. Any such appointment or power of attorney may contain such provisions for the protection and convenience of persons dealing with any such agent or attorney as the Board may think fit and may also authorise any such agent or attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 9.8. The Board may appoint any person (not being a Director) to any office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Chamber such designation or title and may define, limit, vary or restrict the powers, authorities and discretions of persons so appointed and may terminate any such appointment subject to any contract between him and the Chamber or the use of such designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment shall not imply that such person is or is deemed to be or is empowered in any respect to act as a Director or a member of any committee of the Board of Directors for any of the purposes of the Act or these Articles.
- 9.9. One Director may and the Secretary at the request of a Director shall summon a Board meeting at any time. Notice of a Board meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him or by Electronic Communication at his last known address or any other address given by him to the Chamber for this purpose. A Director may waive the requirement that notice be given to him of any Board meeting either prospectively or retrospectively. It shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom unless he has requested the Board in writing that notices of Board meetings shall during his absence be given to him at any address in the United Kingdom notified to the Chamber for this purpose or by telephone at any address outside the United Kingdom where he has notified the Chamber of the relevant telephone number for such purpose but he shall not in such

event be entitled to a longer period of notice than if he had been present in the United Kingdom.

- 9.10. The quorum necessary for the transaction of business may be determined by the Board and until otherwise determined shall be 3 persons, each being a Director or an alternate Director. A person who holds office only as an alternate Director shall only be counted in the quorum if his appointor is not present. A Director or other person who is present at a meeting of the Board in more than one capacity (that is to say as both Director and an alternate Director or as an alternate for more than one Director) shall not be counted as 2 or more for these purposes unless at least one other Director or alternate Director is also present. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Any Director who ceases to be a Director at a meeting of the Directors may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting of the Directors if no Director objects and if otherwise a quorum of Directors would not be present.
- 9.11. The President shall act as Chairman, and the Vice-President shall act as Deputy Chairman of the Board. If no President or Vice-President is elected or if at any meeting neither the President or Vice-President is present within five minutes of the time appointed for holding it, the Directors present shall choose one of their number to be Chairman of such meeting. In the event of 2 or more Joint Chairmen or in the absence of a Chairman, two or more Deputy Chairmen being present, the Joint Chairman or Deputy Chairman to act as Chairman of the meeting shall be decided by those Directors present. Any Chairman or Deputy Chairman may also hold executive office under the Chamber.
- 9.12. Subject to the provisions of the Act, the Directors may appoint one or more of their number to any office or employment in the Chamber (including without limitation, that of Executive Director and may enter into an agreement or arrangement with any Director for his employment by the Chamber or for the provision by him of any services outside the scope of the ordinary duties of a Director and may also permit any person appointed to be a Director to continue in any office or employment held by him before he was so appointed. Any such appointment, agreement or arrangement may be made for such period and upon such terms as the Directors determine. For the avoidance of doubt, no Director, President, Vice-President or Treasurer of the Chamber shall be entitled to any remuneration for his services in his capacity as Director, President, Vice-President or Treasurer.
- 9.13. The Directors may also (without prejudice to any claim for damages for breach of any agreement between the Director and the Chamber) remove a Director from any such office and appoint another in his place.
- 9.14. A Director appointed to the office of President, Vice-President, Treasurer, Executive Director or any other executive office shall automatically and immediately cease to hold that office if he ceases to hold the office of Director for any cause, but he shall not (unless any agreement between him and the Chamber shall otherwise provide) cease to hold his office as a Director by reason only of his ceasing to be President, Vice-President, Treasurer, Executive Director of the Chamber or to hold any other such executive office, as the case may be.
- 9.15. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman of that meeting shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to

his own vote and an alternate Director who is appointed by 2 or more Directors shall be entitled to a separate vote on behalf of each of his appointors, in their absence.

- 9.16. Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or electronic mail or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting or are able to receive communications from each of the other Directors participating in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no group which is larger than any other group where the Chairman of the meeting then is. Subject to the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that 2 or fewer than 2 Directors or alternate Directors are physically present at the same place.
- 9.17. A resolution in writing executed by all the Directors for the time being entitled to receive notice of a Board meeting and not being less than a quorum or by all the members of a committee of the Board for the time entitled to receive notice of such committee meeting and not being less than a quorum of that committee shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the Board (or committee as the case may be). Such a resolution:
  - 9.17.1. may consist of several documents in the same form each executed by one or more of the Directors or members of the relevant committee, including executions evidenced by means of facsimile transmission;
  - 9.17.2. need not be signed by an alternate Director if it is signed by the Director who appointed him; and
  - 9.17.3. if signed by an alternate Director need not also be signed by his appointor.
- 9.18. For such a resolution to be effective it shall not be necessary for it to be signed by a Director who is prohibited by these Articles from voting thereon or by his alternate.
- 9.19. The Board shall cause minutes to be made in books kept for the purpose of recording all orders, resolutions and proceedings of every meeting of the Board, of a committee of the Board, of the Chamber or of the holders of any category of membership of the Chamber including:
  - 9.19.1. all appointments of officers and committees made by the Board and of any such officer's salary or remuneration; and
  - 9.19.2. the names of Directors present at every such meeting.
- 9.20. Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting or the Secretary, shall be prima facie evidence of the matters stated in such minutes without any further proof.
- 9.21. All acts done by a meeting of the Board or of any committee of the Board or by any person acting as a Director, alternate Director or member of a committee of the Board shall, as regards all persons dealing in good faith with the Chamber notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person or persons acting as aforesaid or that they or any of them were or was disqualified from holding office or not entitled to vote or had in any way

vacated their or his office or that the delegation to such committee had been annulled, varied or revoked, be as valid as if every such person had been duly appointed, and was duly qualified and had continued to be a Director alternate Director or member and had been entitled to vote or as if the delegation had continued in full force and effect.

## **10. APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

- 10.1. Unless and until otherwise determined by the Chamber by ordinary resolution the number of Directors (other than any alternate Directors) shall be not less than 3 but no limit on the maximum number of Directors.
- 10.2. Subject to the provisions of these Articles, the Chamber may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy, or as an addition to the existing Board, and may also determine the rotation in which any additional Directors are to retire.
- 10.3. Without prejudice to the power of the Chamber to appoint any person to be a Director or officer of the Chamber (including for the avoidance of doubt the President, Vice-President and Treasurer) pursuant to these Articles the Board shall have power at any time to appoint any person who is willing to act as a Director or officer, either to fill a vacancy or as an addition to the existing Board. Any Director or officer so appointed shall hold office only until the annual general meeting of the Chamber next following such appointment and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 10.4. Each of the President, Vice-president and Treasurer shall, while they hold such positions, be Directors.
- 10.5. The President, Vice-President and Treasurer shall be re-appointed at the annual general meeting of the Chamber from those member representatives proposed by the Board after due consideration of the views of the Nominations Committee in accordance with Article 11.
- 10.6. The President, Vice-President and Treasurer shall be appointed for a period of 3 years from the date of appointment, or as the case may be re-appointment at an annual general meeting, and shall retire prior to the third annual general meeting following such appointment or re-appointment. The President, Vice-President and Treasurer shall be eligible for re-election or re-appointment immediately following their retirement.
- 10.7. At a meeting of the Board prior to the sending of notice for the annual general meeting at which the term of office of the President, Vice-President and/or Treasurer are due to expire, the Board shall consider the recommendations of the Nominations Committee as to the persons whom the Board should consider nominating for election as President, Vice-President and/or Treasurer at such annual general meeting. The Board shall determine if the recommendations of the Nominations Committee shall be put forward to such annual general meeting. At such meeting the members of the Board shall also have the opportunity of recommending other persons whom the Board might similarly nominate.
- 10.8. No person other than a Director retiring at the meeting (whether by rotation or otherwise) shall be appointed or re-appointed a Director at any general meeting unless:



- 10.8.1. he is recommended by the Board; or
  - 10.8.2. not less than 7 nor more than 35 clear days before the date appointed for the meeting notice duly executed by a member (other than the person to be proposed) qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or re-appointment stating the particulars which would if he were so appointed or re-appointed be required to be included in the Chamber's register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed is lodged at the Office.
- 10.9. A Director shall not be required to be a member of the Chamber in his personal capacity.
- 10.10. A resolution for the appointment of 2 or more persons as Directors by a single resolution shall not be moved unless an ordinary resolution that it shall be so proposed has first been agreed to by the meeting without any vote being given against it and any resolution moved in contravention of this provision shall be void. For the purpose of this Article, a resolution for approving a person's appointment or for nominating a person for appointment as a Director shall be treated as a resolution for his appointment.
- 10.11. No person shall be or become incapable of being appointed or re-appointed a Director by reason of his having attained the age of 70 or any other age, nor shall any special notice be required in connection with the appointment, re-appointment or the approval of the appointment of such person. No Director shall vacate his office at any time by reason of the fact that he has attained the age of 70 or any other age, and any contrary provision of the Act shall not apply to the Chamber. Where any general meeting of the Chamber is convened at which, to the knowledge of the Board, a Director will be proposed for appointment or re-appointment who will at the date of the meeting be 70 or more, the Board shall give notice of his age in the notice convening the meeting or in any document accompanying the notice but the accidental omission to do so shall not invalidate any proceedings or any appointment or re-appointment of that Director at that meeting.
- 10.12. At every annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not 3 or a multiple of 3, the number nearest to but not exceeding one third shall retire from office by rotation provided that if there is only one Director who is subject to retirement by rotation, he shall retire provided that none of the President, Vice-President or Treasurer are required to retire by rotation until the third annual general meeting following their appointment or re-appointment to that office.
- 10.13. Subject to the provisions of the Act and Article 10.13, the Directors to retire by rotation shall include (so far as is necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last appointment or re-appointment, 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. A Director who retires (whether by rotation or otherwise) shall be eligible for re-election and may, if willing to act, be re-appointed. The Directors to retire on each occasion (both as to numbers and identity) shall be determined by the composition of the Directors at the date of the notice convening the annual general meeting and no Director shall be required to retire or be relieved from retiring or be retired by reason of any change in the number or identity of the Directors after the date of the notice but before the close of the meeting.

- 10.14. If the Chamber, at the meeting at which a Director retires by rotation, does not fill the vacancy created by his retirement, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is expressly resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost or if the retiring Director has given notice in writing to the Chamber that he is unwilling to be re-elected or where the default in filling the vacancy is due to the moving of a resolution in contravention of these Articles.
- 10.15. The retirement of any Director retiring at a general meeting in accordance with this Article shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost in which case the retirement shall take effect at the time of election of his replacement or the time of the losing of that resolution as the case may be. A retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.
- 10.16. The Chamber may by ordinary resolution of which special notice has been given in accordance with the provisions of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Chamber and such Director and, without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Chamber, may (subject to these Articles) by ordinary resolution appoint another person who is willing to act to be a Director in his place. Any person so appointed shall be treated, for the purposes of determining the time at which he or any other Director is to retire by rotation, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed or re-appointed a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled by a casual vacancy.
- 10.17. Without prejudice to any provisions for retirement contained in these Articles the office of a Director shall be vacated if:
- 10.17.1. he resigns by notice in writing delivered to the Secretary at the Office or tendered at a Board meeting in which event he shall vacate that office on the service of that notice on the Chamber or at such later time as is specified in the notice or he offers in writing to resign from his office and the Directors resolve to accept such offer; or
- 10.17.2. he ceases to be a Director by virtue of any provision of the Act, is removed from office pursuant to these Articles or becomes prohibited by law from being a Director; or
- 10.17.3. he becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the Court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act; or
- 10.17.4. an order is made by any court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (howsoever formulated) of mental disorder for his detention or for the appointment of a guardian or receiver or other person to exercise powers with respect to his property or affairs or he is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force in the United Kingdom relating to mental disorder or, in any other territory, in pursuance of an application for admission under analogous legislation or regulations and the Board resolves that his office be vacated; or

- 10.17.5. he shall be absent, without the permission of the Board from Board meetings for 6 consecutive months (whether or not an alternate Director appointed by him attends) and the Board resolves that his office be vacated; or
  - 10.17.6. he is requested to resign by notice in writing addressed to him at his address as shown in the register of Directors and signed by all the other Directors (without prejudice to any claim for damages which he may have for breach of any contract between him and the Chamber); or
  - 10.17.7. he is convicted of an indictable offence and the Directors shall resolve that it is undesirable in the interests of the Chamber that he remains a Director of the Chamber; or
  - 10.17.8. the conduct of that Director (whether or not concerning the affairs of the Chamber) is the subject of an investigation by an inspector appointed by the Secretary of State or by the Serious Fraud Office (or any successor body or body equivalent in any foreign jurisdiction thereto) and the Board shall resolve that it is undesirable that he remains a Director; or
  - 10.17.9. notice is given to terminate his contract of employment or engagement with the Chamber where he is in breach of such contract; or
  - 10.17.10. he has been disqualified from acting as a Director pursuant to the provisions of the Company Directors Disqualification Act 1986.
- 10.18. A resolution of the Board declaring a Director to have vacated office under the terms of Article 10.17 shall be conclusive as to the fact and grounds of vacation stated in the resolution.

## **11. NOMINATIONS COMMITTEE**

- 11.1. Immediately, as soon as practicable, after the annual general meeting of the Chamber, the Directors shall appoint a Nominations Committee consisting three members of the Board and the immediate Past-President who shall be the Chairman. If the immediate Past-President is no longer a Director or for any reason does not accept this appointment, the Board shall appoint the Vice-President (or, if such position falls vacant, such other member of the Board as the Board shall select) to the Nominations Committee to be the Chairman. The members of the Nominations Committee shall retain their appointments until the end of annual general meeting of the Chamber in the following year. The Directors may make appointments to the Nominations Committee to fill any vacancies arising during the course of the year.
- 11.2. The Directors shall from time to time instruct the Nominations Committee:
  - 11.2.1. to recommend to the Board such persons to fill the offices of President, Vice-President, Treasurer and any other office designated by the Board after the existing holders of those offices have completed their respective terms of office, or whenever any officer fails for any reason to complete his term of office.
  - 11.2.2. to recommend to the Board persons whom the Board might nominate for election as members of the Board.
- 11.3. The Nominations Committee shall meet upon its chairman giving not less than seven clear days notice to its members. Decisions of the Nominations Committee shall be made by a majority vote.

## **12. DIRECTORS' INTERESTS**

- 12.1. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- 12.1.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Chamber or in which the Chamber is otherwise interested;
  - 12.1.2. may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Chamber or in which the Chamber is otherwise interested; and
  - 12.1.3. shall not, by reason of his office, be accountable to the Chamber for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 12.2. For the purposes of Article 12.1:
- 12.2.1. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
  - 12.2.2. 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.

## **13. SECRETARY**

- 13.1. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by them. The Secretary, may, but need not be, a Director.

## **14. THE SEAL**

- 14.1. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

## **15. ACCOUNTS**

- 15.1. 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 Directors or by ordinary resolution of the Chamber.

## **16. NOTICES**

- 16.1. Any documents or information to be sent or supplied by or to the Chamber may be sent or supplied in hard copy form, by Electronic Communication or by means of a website to the extent permitted by the Act and these Articles.

- 16.2. Any notice, document or information may be given, sent or supplied by the Chamber to any member either:
- 16.2.1. personally; or
  - 16.2.2. by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address; or
  - 16.2.3. by giving it in electronic form to a person who has agreed (generally or specifically) that the notice, document or information may be sent or supplied in that form (and has not revoked that agreement); or
  - 16.2.4. subject to the provisions of the Acts, by making it available on a website, provided that the requirements in Article 16.2.5 are satisfied.
  - 16.2.5. the requirements referred to in Article 16.2.4 are that:
    - 16.2.5.1. the member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to him by being made available on a website (and has not revoked that agreement), or the member has been asked by the Chamber to agree that the Chamber may send or supply notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Chamber has not received a response within the period of 28 days beginning on the date on which the Chamber's request was sent and the member is therefore taken to have so agreed (and has not revoked that agreement);
    - 16.2.5.2. the member is sent a notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed ("notification of availability");
    - 16.2.5.3. in the case of a notice of meeting, the notification of availability states that it concerns a notice of a Chamber meeting, specifies the place, time and date of the meeting, and states whether it will be an annual general meeting or an extraordinary general meeting; and
    - 16.2.5.4. the notice, document or information continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the notification of availability and ending with the conclusion of the meeting, and in all other cases throughout the period specified by any applicable provision of the Acts, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the notification of availability is sent to the member, save that if the notice, document or information is made available for part only of that period then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Chamber to prevent or avoid.

- 16.3. A member whose registered address is not within the United Kingdom shall not be entitled to receive any notice, document or information from the Chamber other than by means of an Electronic Communication.
- 16.4. Any notice, document or information given, sent or supplied by the Chamber to the members or any of them:
- 16.4.1. by post, shall be deemed to have been given 48 hours after the envelope containing the notice was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;
  - 16.4.2. by Electronic Communication, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information sent via Electronic Communication was sent in accordance with the Institute of Chartered Secretaries and Administrators' Guidance (in issue at the time the relevant notice, document or information was sent) shall be conclusive evidence that the was sent;
  - 16.4.3. by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website.
- 16.5. If at any time by reason of the threat of or of the suspension, interruption or curtailment of postal services or an Electronic Communication system within the United Kingdom, the Chamber is or would be unable effectively to convene a general meeting by notices sent through the post or by Electronic Communication, a general meeting may be convened by a notice advertised in at least 2 leading daily national newspapers (at least one of which shall be published in London). Such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the first of such advertisements appears. In any such case the Chamber shall send confirmatory copies of the notice by post or by Electronic Communication if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- 16.6. Reference in these Articles to notices and to copies of documents and/or statements being sent to any person include (without prejudice to any other provision of these Articles) references to copies of such notices, documents and/or statements being sent, or treated as sent, to such person using Electronic Communications in accordance with the applicable provisions of the 2006 Act, and the applicable provisions of the 2006 Act shall also apply in respect of the publication of such documents and/or statements on a website.
- 16.7. Where under or pursuant to these Articles a document or communication requires to be signed by a member or other person and the same is contained in or consists of an Electronic Communication, the Chamber shall be entitled to treat the same as validly executed and the authentic document or communication of the member or other person and to rely upon the same as such either where the document or other communication incorporates the electronic signature or personal identification details previously allocated by the Chamber of that member or other person in such form as the Directors may approve or where the document or communication is accompanied by such other evidence as the Directors may require to satisfy themselves as to authenticity.

## **17. WINDING UP**

- 17.1. If the Chamber is wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an extraordinary resolution of the Chamber and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Chamber and may for that purpose value any assets and determine how the division shall be carried out as between the members or different categories of members. Any such division may be otherwise than in accordance with the existing rights of the members but if any division is resolved otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to section 111 of the Insolvency Act 1986. The liquidator may with the like sanction vest the whole or any part of the whole of the assets in trustees on such trusts for the benefit of the members as he with the like sanction shall determine but no member shall be compelled to accept any assets on which there is a liability.

## **18. INDEMNITY**

- 18.1. Subject to the provisions of the Act but without prejudice to any indemnity to which he may be otherwise entitled, every Director, alternate Director, Secretary or other officer of the Chamber (other than an Auditor) shall be entitled to be indemnified out of the assets of the Chamber against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer, auditor, or employee of the Chamber and in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by any court of competent jurisdiction from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chamber.
- 18.2. Subject to the provisions of the Act, the Board may purchase and maintain insurance at the expense of the Chamber for the benefit of any person who is or was at any time a Director or other officer or employee of the Chamber or of any other Chamber which is a subsidiary, subsidiary undertaking or holding company of the Chamber or in which the Chamber has an interest whether direct or indirect or which otherwise is in any way allied to or associated with the Chamber or of any subsidiary undertaking or holding Chamber of the Chamber or of any such Chamber or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Chamber or of any such other Chamber or subsidiary undertaking is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, employee or trustee.