

Company No 08257883

## THE COMPANIES ACT 2006

### MEMBERS WRITTEN RESOLUTION OF

### BOURNEMOUTH CHAMBER OF TRADE AND COMMERCE LIMITED

Dated **March 18<sup>th</sup> 2021**

~~I, the undersigned, being the sole member for the time being of the above named Company am entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution of the Company pursuant to the provisions of Chapter 2 of Part 13 of the Companies Act 2006 and agree that the Special Resolution shall for all purposes be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held~~

#### **~~SPECIAL RESOLUTION~~**

#### **IT IS RESOLVED THAT**

- (A) The regulations contained in the printed document attached hereto are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company

Signed

Date

Name

**Company No 08257883**

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF  
BOURNEMOUTH CHAMBER OF TRADE AND COMMERCE LIMITED  
('the Company')**

**(Adopted on **March 18<sup>th</sup> 2021** )**

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### Defined Terms

1. In the Articles, unless the context requires otherwise.

"**Annual General Meeting**" has the meaning in article 49,

"**Articles**" means the company's Articles of Association,

"**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"**Board**" means the board of directors of the Company from time to time,

"**Business Day**" means any day other than a Saturday, a Sunday, Christmas Day, Good Friday or a day which is a bank holiday in any part of Great Britain,

"**Chairman**" has the meaning given in Article 15,

"**Chairman of the meeting**" has the meaning given in Article 39,

"**Chamber Executive Officer**" means the company's executive officer from time to time, "**Chamber Secretary**", "**Managing Secretary**" as "**Chamber Executive Officer.**"

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"**director**" means a director of the company, and includes any person occupying the position of director, by whatever name called,

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form,

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006,

"**Chamber Accountant**" means the person elected for the time being as Chamber Accountant,

"**Honorary Lifetime Member**" means a person who has accepted the company's invitation to be such a member,

"**Honorary Members**" means the Mayor of Bournemouth, **Chief Executive BCP Council** and the Members of Parliament for Bournemouth provided they accept the company's invitation to be such members,

"**Chamber Solicitor**" means the person elected for the time being as Chamber Solicitor,

**"Chamber Treasurer"** means the person elected for the time being as Chamber Treasurer,

**"member"** has the meaning given in section 112 of the Companies Act 2006, "member representative" means the representative of a member appointed in accordance with Article 33, **"member" has the meaning subscribing members and Honorary Lifetime members.**

**"officers"** has the meaning of the President, Vice-Presidents, Treasurer, Past President(s) who from time to time may advise the President in confidence.

**"ordinary resolution"** has the meaning given in section 282 of the Companies Act 2006,

**"participate"**, in relation to a director meeting, has the meaning given in Article 12,

**"President"** means the person elected for the time being as the President, **who is deemed to hold the status of Managing Director.**

**"proxy notice"** has the meaning given ID Article 46,

**"qualifying person"** means an individual who is a member, a member representative or a person appointed as proxy of a member or member representative in relation to the meeting,

**"special resolution"** has the meaning given in section 283 of the Companies Act 2006,

**"subsidiary"** has the meaning given in section 1159 of the Companies Act 2006,

**"vice-Chairman"** has the meaning given in Article 15,

**"Vice-President"** means the person or persons elected for the time being as the Vice-President and Vice-Presidents shall be interpreted accordingly, and

**"writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the company.

## **Liability of Members**

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company 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-
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves

## **PART 2**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **Directors' General Authority**

3. Subject to the Articles and in particular Article 61, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company, for the purposes of originating and promoting the objects referred to in Article 61

##### **Limits on Directors' Authority**

4. (1) Any decision of the directors to borrow money shall first be approved by the members in a General Meeting
- (2) Any cheques **or online money transactions** to be drawn on the company's bank account and any instructions to transfer monies from the company bank account shall be regulated in accordance with Articles 26 and 27
- (3) **The President may veto any Board decisions pending confirmation at the Annual General Meeting (not a General Meeting) and / or subject to a majority vote by the members on such decisions.**

##### **Board of Directors**

5. The maximum number of directors shall not exceed **12** unless the members by ordinary resolution specify a higher number. The board of directors shall comprise the President, Vice-President/s, Chamber Treasurer and up to **8 or 9** (depending on whether there are 1 or 2 Vice-Presidents) directors appointed at the Annual General Meeting

## **Members' Reserve Power**

6. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

## **Directors may Delegate**

7. (1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles-
  - (a) to such person or committee,
  - (b) by such means (including by power of attorney),
  - (c) to such an extent,
  - (d) in relation to such matters or territories, and
  - (e) on such terms and conditions,as they think fit
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

## **Committees**

8. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take Decisions Collectively**

9. (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 10
- (2) If -
- (a) the company only has one director, and
  - (b) no provision of the Articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making
  - (c) In the event that a minimum quorum of 7 (seven) is present at any directors meeting any decisions taken at that meeting shall have to be taken on a unanimous basis

### **Unanimous Decisions**

10. (1) A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other in writing that they share a common view on a matter
- (2) Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing
- (3) References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (4) A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

### **Calling a Directors' Meeting**

11. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the **Chamber** Secretary (if any) to give such notice
- (2) Notice of any directors' meeting must indicate-
- (a) its proposed date and time which shall not be less than 5 Business Days following the date of the notice,
  - (b) where it is to take place, and

- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 5 Business Days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- (5) **No director may be barred from attending a directors meeting**

### **Participation in Directors' Meetings**

- 12.** (1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

### **Frequency of Directors' Meetings**

- 13.** The Directors' shall use their reasonable endeavours to hold meetings monthly at such times and at such places as the directors consider appropriate

### **Quorum for Directors' Meeting**

- 14.** (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for directors' meetings shall be seven
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision -
- (a) to appoint further directors, or
  - (b) to call a General meeting so as to enable the members to appoint further directors



## Chairing of Directors' Meetings

- 15.** (1) Each year, at the first directors' meeting following the Annual General Meeting the directors shall appoint a Chairman and vice-Chairman
- (2) The person so appointed for the time being is known as the Chairman or vice-Chairman (as applicable)
- (3) The directors may terminate the Chairman's or vice-Chairman's appointment at any time
- (4) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the vice-Chairman shall be treated as being the Chairman of such meeting and if the vice-Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start the participating directors must appoint one of themselves to chair it

## Casting Vote

- 16.** (1) If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote
- (2) But this does not apply if, in accordance with the Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

## Conflicts of Interest

- 17.** (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes. **Commercial, family, or personal relationships, past or present, between directors must be disclosed as should such relationships if they develop during a period of directorship.**
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes
- (3) This paragraph applies when -
- (a) the company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process,
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
  - (c) the director's conflict of interest arises from a permitted cause

- (4) For the purposes of this Article, the following are permitted causes-
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
- (5) For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- (6) Subject to paragraph (7), If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any director other than the Chairman is to be final and conclusive
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **Records of Decisions to be Kept**

- 18.** The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

### **Directors' Discretion to Make Further Rules**

- 19.** Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

### **Non-Executive Directors**

- 20.** The directors shall have the power to appoint persons, who are members or member representatives whose specialised knowledge may be helpful to the company, as non-executive directors PROVIDED that the total number of directors (including non-executive directors) shall not exceed the greater of 12 or such higher number as the members shall resolve pursuant to Article 5 Non-executive directors shall be entitled

to notice of, attend and speak at directors' meetings but shall not be entitled to vote  
Subject as aforesaid, non-executive directors shall be subject to all Articles relating to directors.

## **APPOINTMENT OF DIRECTORS**

### **Methods of Appointing Directors**

**21.** (1) Subject to Articles 22 and 23 any person, being a member or a member representative, who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

(a) by ordinary resolution, or

(b) by a decision of the directors

subject to compliance with the nomination procedure as defined in 'the Operations Manual.'

PROVIDED that the total number of directors shall not exceed the greater of 20 or such higher number as the members shall resolve pursuant to Article 5

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

### **Appointment of the President, Vice-President or Chamber Treasurer as Directors**

**22.1** Any person who is elected to be the President, Vice-President or Chamber Treasurer shall automatically be appointed as a director at the time he is elected President, Vice-President or Chamber Treasurer (as applicable)

**22.2** A committee consisting of the President and all ~~member~~ Past Presidents shall meet to nominate persons for the offices of President and Vice-President/s for the ensuing year. The Board ~~will~~ ~~may~~ also make nominations. Each nomination must be accompanied by the written consent of the nominee and a meeting of the Board shall then be held to decide by majority vote in secret ballot the persons to be nominated as President and Vice-President/s to the Annual General Meeting

**22.3** No President shall serve for a term longer than 2 years.

## Appointment of Persons as Directors at the Annual General Meeting

- 23.** (1) ~~Subscribing Members and members of the Board~~ may nominate in writing to ~~any serving director the President~~ any ~~person subscribing~~ member for nomination to the office of director of the company 7 days before the company's annual AGM. Any such nomination submitted under this Article 23(1) to be signed by the nominee and ~~two proposing members~~.
- (2) The notice of the Annual General Meeting shall inform members who has been nominated under Article 23(1) above and/or by the Board to be appointed as directors to hold office for one year
- (3) Every member shall have one vote on the proposal that such persons nominated under Article 23(2) above be appointed as directors
- (4) At the Annual General Meeting a list of the nominations will be distributed to the members present

## Termination of Director's Appointment

- 24.** Notwithstanding Article 25, a person ceases to be a director as soon as –
- (a) ~~they are no longer a member; their subscription is 10 business days overdue or their membership has been terminated as Article 35.~~
  - (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
  - (c) a bankruptcy order is made against that person,
  - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts,
  - (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
  - (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
  - (g) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
  - (h) that director has been absent from directors' meetings for four consecutive months, unless the directors otherwise determine

- (i) their membership has been terminated as a direct result of a majority vote by other directors or they fail to comply with chamber procedures as defined in the Operations Manual as they are unwilling to take on a purposeful role within the Chamber

**25.** All directors shall cease to be a director with effect from the close of the next Annual General Meeting following their appointment (unless re-appointed as a director at such next Annual General Meeting) provided that this Article shall not apply in the event that no directors are appointed at such next Annual General Meeting

## **Banking**

**26.** No cheques, TT, **direct debits** or BACS transfers of the Company shall be signed or authorised by the Directors or the Chamber Executive Officer other than in accordance with Article 27

- 27.**
- (a) Cheques, TT or BACS transfers up to and including £250 to be signed by the Chamber Treasurer or Chamber Executive Officer,
  - (b) Cheques, TT or BACS transfers of over £250 but under £1,000 either signed or approved by any two of the President, Vice-President, Chairman and Chamber Treasurer,
  - (c) Cheques, TT or BACS transfers of £ 1,000 or over to be approved by the directors and then following such approval to be signed by any two of the President, Vice-President, Chamber Treasurer and Chairman

## **Directors' Remuneration & Status**

- 28.**
- (1) Directors may undertake any services for the Company that the directors decide
  - (2) Directors are not entitled to remuneration for their services to the Company as directors
  - (3) **Directors are not employees of the company nor shall they ever be deemed as such.**

## **Directors' Expenses, Services and Interests**

**29.1** The Company may with prior approval of the Board pay any reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company, such expenses to be limited to an amount to which the directors have given prior approval for and to those expenses which are validly claimable under the Company's expenses policy in force from time to time.

**29.2** The Company may from time to time adopt a policy which permits directors to offer to tender their services to the Company and if awarded such services by the Board to

be remunerated in accordance with such policy such policy shall not entitle directors to be remunerated for providing the services of director to the Company

- 29.3** The Company shall at all times maintain a register of Directors interests in accordance with Company policy Interests of a spouse, civil partner and any child of the Director shall be attributed to the Director.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER AND SUBSCRIPTIONS**

##### **Applications for Membership**

- 30.** Membership is open to all individual persons, partnerships, companies, unincorporated bodies and associations actively engaged or seeking to be engaged in business or charitable activities in Bournemouth and its surrounding districts or representing those so actively engaged or seeking to be engaged.
- 31.** No person shall become a member of the company unless -
- (a) that person has completed an application for membership in a form approved by the directors, and
  - (b) the directors have approved the application, and
  - (c) that person has paid the appropriate subscription or proportional subscription
- 32.** The directors may refuse an application for membership without assigning any reason
- 33.** Each member not being an individual has the right to appoint one representative and at any time by giving notice in writing to the company may cancel the appointment and appoint another instead Each such member must confirm the name of its representative at the company's request The representative has the right to attend and vote at General Meetings on behalf of its appointing member and any vote given shall be valid unless prior to the vote the company receives written notice ending the representative's authority The Chamber Treasurer shall maintain a list of all member representatives
- 34.** The Mayor of Bournemouth, the Chief Executive of ~~BCP Bournemouth Borough~~ Council and the Members of Parliament for Bournemouth shall be invited to be Honorary Members ~~and other individual persons nominated by the directors pursuant to Article 59 may be invited to be Honorary Lifetime Members~~ which in each case upon their acceptance of such invitation shall entitle them to attend General Meetings but shall not entitle them to vote or to any other privileges of membership

## Termination of membership

35. (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing, but such member's membership fee shall not be refundable in consequence

(2) Membership is not transferable

(3) The directors may suspend or terminate the membership of any member by giving notice to the member concerned of the directors' intention to suspend or terminate membership.

(4) Termination or suspension of a member may be recommended by the President, in advance of such a decision being made final via a board meeting or in writing to other directors. The President has the right to hold such confidential discussions with a member as he / she deems fit

The member will be notified of all relevant circumstances and shall have the opportunity to submit, within 14 Business Days of the date of the notice, written representations to the directors as to why his membership should not be suspended or terminated.

The directors may then decide in their absolute discretion whether the membership should be suspended or terminated or not and will inform the member concerned as to their decision and, if applicable, any conditions relating to the suspension.

Any member whose membership has been terminated or suspended may appeal **within fourteen days** to a committee of the directors which shall comprise at least three directors who shall include the President and Vice-President. The member shall be entitled to be accompanied by a friend at the appeal meeting and the member and friend shall be entitled to make representations.

The decision of such committee shall be final and binding. The directors may in their absolute discretion refund all or part of a member's membership fee in the event that member's membership is terminated

(4) A person's membership terminates when

(a) that person dies or ceases to exist or,

(b) that person (other than **a director**, an Honorary Member, or Honorary Lifetime Member) fails to pay the annual subscription within three months after payment is due, or

(c) **a director fails to pay within 10 business days or**

(c) in the case of an Honorary Member when they cease to be the Mayor of Bournemouth, the Chief Executive of **BCP Bournemouth-Borough** Council or a Member of Parliament for Bournemouth as the case may be, or

- (d) the directors give notice to that person that their membership has ceased **or been terminated**

## **Subscriptions**

- 36.** Members (other than Honorary Members and Honorary Lifetime Members) shall pay an annual subscription **(a single annual or monthly standing order)** in every year in accordance with such scale and frequency of subscriptions determined by the directors. It shall be in the directors' discretion to give rebates or discounts to **individuals**, associations representing individual persons, partnerships, companies and unincorporated bodies actively engaged in business or charitable activities in Bournemouth

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and Speaking at General Meetings**

- 37.** (1) A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (2) A person is able to exercise the right to vote at a General Meeting when-
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their right to speak or vote at it
- (4) In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- (5) Two or more persons who are not in the same place as each other attend a General Meeting. If their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **Quorum for General Meetings**

- 38.** (1) The quorum for General Meetings shall be twelve qualifying persons
- (2) No business other than the appointment of the Chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum



## **Chairing General Meetings**

- 39.** (1) The Chairman shall chair General Meetings if present and willing to do so, or if he is not so present and willing, the Vice-Chairman shall chair General Meetings if he is present and willing to do so
- (2) If the directors have not appointed a Chairman or Vice-Chairman, or if the Chairman or Vice-Chairman is not present and willing to chair the meeting within ten minutes of the time at which a meeting was due to start-
- (a) the directors present, or
  - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting
- (3) The person chairing a meeting in accordance with this Article is referred to as "the Chairman of the meeting"

## **Attendance and speaking by directors and non-members**

- 40.** (1) Directors may attend and speak at General Meetings, provided that they are members or member representatives who have no arrears of subscriptions
- (2) The Chairman of the meeting may permit other persons who are not members of the company to attend and speak at a General Meeting

## **Adjournment**

- 41.** (1) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it
- (2) The Chairman of the meeting may adjourn a General Meeting at which a quorum is present if -
- (a) the meeting consents to an adjournment, or
  - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The Chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting
- (4) When adjourning a General Meeting, the Chairman of the meeting must-

- (a) either specify the time and place to which it is adjourned or state that It is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)-
  - (a) to the same persons to whom notice of the company's General Meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

### **Number of General Meetings**

- 42.** In addition to the Annual General Meeting there shall be no requirement to hold other General Meetings in each year

## **VOTING AT GENERAL MEETINGS**

### **Voting, General**

- 43.** (1) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- (2) Any member whose subscription is more than three months in arrears shall not be entitled to vote at any General Meeting or on any written resolution until such time as that members' subscription is not in arrears by more than three months

### **Errors and Disputes**

- 44.** (1) No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (2) Any such objection must be referred to the Chairman of the meeting whose decision is final

### **Poll Votes**

- 45.** (1) A poll on a resolution may be demanded
- (a) in advance of the General Meeting where it is to be put to the vote, or

- (b) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (2) A poll may be demanded by
  - (a) the Chairman of the meeting,
  - (b) the directors,
  - (c) two or more persons having the right to vote on the resolution, or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if-
  - (a) the poll has not yet been taken, and
  - (b) the Chairman of the meeting consents to the withdrawal
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs

### **Content of Proxy Notices**

- 46.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
  - (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate
- (2) The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

## **Delivery of Proxy Notices**

- 47.** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

## **Amendments to Resolutions**

- 48.** (1) An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if-
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if -
- (a) the Chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution

## **Annual General Meetings**

- 49.** (1) The company shall hold a General Meeting to be known as the "Annual General Meeting" during the third week of March in each year or such other date as the directors may reasonably determine from time to time. All provisions in these Articles relating to General Meetings shall apply to the Annual General Meeting
- (2) At the Annual General Meeting
- (a) the notice of the meeting shall be read
  - (b) the President shall present the annual report
  - (c) the President and Vice-President shall be elected from the persons proposed by the directors pursuant to Article 56
  - (d) the accounts of the company, having previously been approved by the directors, and copies of which have been made available to members, shall be presented
  - (e) the Chamber Accountant, Chamber Solicitor and Chamber Treasurer shall be elected from nominations received in accordance with Article 57
  - (f) members of the board shall be elected from nominations received in accordance with Article 23
  - (g) any other necessary business may be transacted

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **Means of Communication to be Used**

- 50.** (1) Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- (2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

## **Company Seals**

- 51.** (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this Article, an authorised person is-
- (a) any director of the company,
  - (b) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

## **No Right to Inspect Accounts and Other Records**

- 52.** Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member

## **Provision for Employees on Cessation of Business**

- 53.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

# **DIRECTORS' INDEMNITY AND INSURANCE**

## **Indemnity**

- 54.** (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that director as an officer of the company or an associated company

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

(3) In this Article -

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company

## **Insurance**

**55.** (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

(2) In this Article-

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

## **PART 5**

### **PRESIDENTS, VICE PRESIDENTS, CHAMBER ACCOUNTANT, CHAMBER TREASURER, CHAMBER SOLICITOR AND HONORARY LIFETIME MEMBERS**

**56.** The nominations and appointments of the offices of President, Vice-President and Chamber Treasurer shall be dealt with in accordance with Article 22 above

**57.** The Chamber Accountant, Chamber Solicitor and Chamber Treasurer shall be elected at the Annual General Meeting from persons nominated by the directors

**58.** The President, Vice-President, Chamber Accountant, Chamber Solicitor and Chamber Treasurer shall hold office for one year and, unless re-appointed (in accordance with Article 22.3 no President shall hold office for longer than 2 years), shall cease to be the President, Vice-President Chamber Accountant, Chamber Solicitor and Chamber Treasurer (as applicable) with effect from the close of the next Annual General Meeting following their appointment

- 59.** (1) The directors may nominate individual persons they wish to be Honorary Lifetime Members but no more than three such persons shall be nominated in any year and approved at the AGM by the members. Upon their acceptance of such invitation shall entitle them to attend General Meetings and entitle them to vote or to any other privileges of membership
- (2) Honorary Lifetime Membership may be terminated by the Board see Operations Manual and Article 35

## **PART 6**

### **SPECIAL DONATIONS**

- 60.** The directors may, if they consider it necessary, invite special donations and subscriptions from members for the promotion of the specified objects specified in Article 61 below

## **PART 7**

### **OBJECTS**

- 61.** The objects of the Company are to originate and promote any measures that may be calculated to benefit the business, charitable activities and general interests of the town of Bournemouth and surrounding districts

## **PART 8**

### **WINDING UP OF THE COMPANY**

- 62.** If the company is wound up or dissolved and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the company. Instead it must be given or transferred to a charitable institution or other institutions. This other institution must have similar objects to those of the company and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by these Articles
- 63.** The institutions will be chosen by the directors of the company at or before the time when the company is wound up or dissolved and if that cannot be done then to some other charitable object