DUNDEE & ANGUS
CHAMBER OF COMMERCE

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF
DUNDEE AND ANGUS CHAMBER OF COMMERCE LIMITED
(Registered Number SC314278)

Adopted By Special Resolution on 5 February 2020

INTERPRETATION

1. In these Articles:

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

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

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

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

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

“the Chamber” means Dundee and Angus Chamber of Commerce Limited.

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

“Committee” means any committee, sub-committee, panel, working party or other similar body of the Board.
“Connected with a Member” means an individual who is a duly authorised representative of or is a partner, director or employee of or consultant to a Member.

“the Constitution” means the Articles of Association of the Chamber and any Bye-Laws.

“Director” means a member of the Board.

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

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

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

“Honorary Member” means an individual who has been admitted to honorary membership pursuant to Article 7.

“Majority Resolution” means a resolution of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution.

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

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

“the President” means the President of the Chamber.

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

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

“Section” means a Section referred to in Articles 69 to 71.

“Session” means the period of one year or thereby from one Annual General Meeting to the next following Annual General Meeting.

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

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form.
The masculine includes the feminine and the singular the plural and vice versa.

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

Any reference to "clear days" in relation to a period of notice means such number of days excluding the day on which the notice is given and the day on which the meeting or event of which notice is required occurs.

**OBJECTS & POWERS**

2. **The Chamber’s objects are:**

   (a) to provide a range of networking opportunities for Members and other businesses and organisations throughout Dundee and Angus;

   (b) to encourage and facilitate Members to work closely with each other regardless of size, status or income;

   (c) to develop partnerships and liaise with other agencies to advance the economic well-being of Dundee & Angus;

   (d) to provide high quality services and support to Members;

   (e) to serve the needs of the Chamber’s Members, flexibly responding to Members’ needs;

   (f) to lobby effectively to advocate on issues affecting Members;

   (g) to be a model employer including demonstrating social and environmental responsibility as being integral to sustainability and business.

3. **In furtherance of the above objects specified in Article 2, but not otherwise, the Chamber shall have the following powers:-**

   (a) to carry on any purpose or objective which can be advantageously or conveniently carried on by the Chamber by way of an extension of or in association with the objects stated in Article 2 or which may be calculated directly or indirectly to advance said objects;
(b) to borrow and raise money for the furtherance of the objects of the Chamber in such manner and on such security as the Chamber may think fit;

(c) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, and whether absolutely, conditionally or in trust provided that the Chamber shall not undertake any permanent trading activities in raising funds for the above mentioned objects;

(d) to invest the monies of the Chamber not immediately required for the furtherance of this objective in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(e) to purchase, take on lease or in exchange, hire or otherwise acquire or deal with any real or personal property, whether heritable or moveable, and any rights or privileges and to construct, maintain and alter any buildings or erections which the Chamber may think necessary for the promotion of its objects;

(f) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Chamber with a view to the furtherance of its objects;

(g) to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Chamber;

(h) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widow and other dependants;

(i) to subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Chamber and to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements as may lawfully be required are undertaken by the company of any such organisation, institution, society or bodies.
(j) to do all or any of the things here and before authorised either alone, or with any other organisation, institution, society or body with which the Chamber is authorised to amalgamate.

(k) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Chamber. To print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects.

(l) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

MEMBERSHIP

4. The liability of the Members is limited. Every member of the Chamber undertakes to contribute such amount as may be required (not exceeding £1) to the Chamber’s assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Chamber’s debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

5. The number of Members is unlimited.

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

7. The Board may admit to honorary membership of the Chamber for such period as it may determine:-
   (a) individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry or trade; and
   (b) individuals whom the Board considers have rendered special service to the Chamber or to the Chamber of Commerce movement.

8. An Honorary Member shall receive notice of, and shall be entitled to attend and speak but not vote at all General Meetings. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
9. All applications for membership shall be made in writing in such form as the Board may in its absolute discretion from time to time prescribe.

10. The election of Members shall be by resolution of the Board which may refuse any application without giving reasons. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different categories of Member. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within twenty-eight days of notification the Member's first subscription.

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

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

   (a) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;

   (b) if being an individual he is adjudicated bankrupt;

   (c) if he/it suspends payment or compounds with creditors;

   (d) if being an individual he is or may be suffering from mental disorder and either:

      (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or

      (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

   (e) if he/it fails to pay the prescribed subscription within three months of the due date.

13. The Board may by Majority Resolution expel any Member at any time provided that:

   (a) not less than fourteen days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned, and

   (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.

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

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

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

GENERAL MEETINGS OF MEMBERS

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

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

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

20. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days’ notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days’ notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit. The notice of a General Meeting shall specify the time and place of the General Meeting and in the case of special business the general nature of that business, and shall be given to all Members, the Board and the auditors.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
22. All business that is transacted at an Extraordinary General Meeting shall be deemed special and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election of Directors and the appointment of the auditors and granting of authority to the Board to fix the auditors remuneration.

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

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

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

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

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

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

(a) by the chairman; or

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

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

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

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

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

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

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

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

35. On a show of hands every Member who (being an individual) is present in person or by a proxy or (being a company, corporation, firm or other organisation) is present by or a person connected with a Member shall have one vote.
36. No Member shall vote at any General Meeting, either in person or by proxy or person connected with a Member, unless all moneys presently payable by him/it to the Chamber in respect of subscriptions have been paid.

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

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

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

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

**THE BOARD**

41. No person shall be appointed a Director:
   (a) who has not signed the appropriate form of consent, and
   (b) who is not either:
       (i) a Member (or connected with a Member), or
       (ii) an Executive of the Chamber.

42. The Board shall comprise:
   (a) ex officio, the Chief Executive of the Chamber from time to time;
   (b) a maximum number of twelve further Directors being Members or persons connected with a Member.

**APPOINTMENT AND RETIREMENT OF DIRECTORS**

43. Each Director appointed at an Annual General Meeting shall serve for a period of three consecutive Sessions (subject to any earlier resignation or removal from office), and upon expiry of the third such Session shall retire from office. Any Director so retiring shall, subject to Article 45, be eligible to offer himself for re-election as a Director for a further period of three consecutive Sessions. Notwithstanding the terms of article 45, in exceptional circumstances the Board of Directors may recommend to the
Members, to be voted upon at a General Meeting of the Chamber, that a
serving Director's period of office be extended for a period of no more than
twelve months beyond the maximum period set out in this Article 43.

44. The Directors may at any time appoint to the Board persons who are
willing to act as Director to fill a vacancy, provided that such appointment
does not cause the number of Directors to exceed the maximum number
stipulated in Article 42. A Director so appointed shall hold office only until
the next following Annual General Meeting. Such a Director, who is not re-
appointed at that Annual General Meeting, shall automatically be deemed
to have vacated office at the conclusion of such Annual General Meeting.

45. A Director who has already served as a Director for six consecutive
Sessions or is in his sixth Session of office may not offer himself for re-
election but for the avoidance of doubt may be appointed at any time after
the expiry of two years from the date of his last retiral from office.

46. No later than three months before the date of each Annual General
Meeting, a list shall be opened in the Secretary's office for Members to
nominate persons who are Members or are duly connected with a Member,
for appointment as Directors. Any such nomination must be accompanied
by a notice confirming:

(a) his or her willingness to be appointed and stating the particulars
which would, if the person were to be appointed, be required to be
included in the Chambers register of Directors, duly signed by the
proposed appointee; and

(b) the endorsement of a minimum of three Members of the proposed
appointee's appointment as a Director of the Chamber, duly signed
by such Members;

and must be received by the Chamber no later than the date occurring two
months prior to the Annual General Meeting at which the proposed
appointee intends to seek appointment as a Director.

For the avoidance of doubt, no Member serving as a Director or Member
connected with a serving Director at the time the nomination is received
can be one of the three Members endorsing the nominee.

47. The notice of the Annual General Meeting referred to in Article 20, shall
include a notice of the Directors retiring, those offering themselves for re-
election and any other persons that the Directors have recommended to be
appointed as Directors (including any Director appointed under Article 44).
No person other than a Director whose name appears in the notice of the
Annual General Meeting or has been nominated in accordance with this
Article may be appointed or re-appointed a Director at any Annual General
Meeting.
48. Where the number of persons who have indicated that they are willing to stand as Directors (including those offering themselves for re-election) exceeds the number of vacancies available on the Board (but not otherwise), then not less than twenty-one days before the Annual General Meeting, a voting paper containing the complete list of names nominated and any such further information as the Board considers expedient, shall be sent by the Chief Executive to all who are entitled to receive notice of the Annual General Meeting with an instruction to return such voting papers to the Chief Executive signed by or on behalf of the Member at least seven days before the Annual General Meeting.

The votes shall be counted by the Chief Executive and ratified by the Secretary prior to the commencement of the Annual General Meeting and the Chief Executive shall report to the chairman of the Annual General Meeting those persons, up to the maximum number of vacancies available, who have received the greatest number of votes and who shall be deemed to have been duly elected. The chairman shall use his casting vote in the event of a tie for the last vacancy. The chairman shall announce the result of the ballot at the Annual General Meeting.

49. Where the number of persons who have indicated that they are willing to stand as Directors (including those offering themselves for re-election) is less than or equal to the number of vacancies available on the Board, then the Members shall ratify the appointment of each such person as a Director at the Annual General Meeting.

50. For the avoidance of doubt:-

(a) the provisions of the Articles of Association in force at the commencement of the Annual General Meeting at which these Articles are adopted shall apply to determine the period of service of those Directors holding office at the commencement of such Annual General Meeting and to determine which of those Directors are required to retire by rotation at such Annual General Meeting; and

(b) any period of service undertaken by any Director prior to the Annual General Meeting at which these Articles are adopted shall be taken into account in calculating such Director’s allowable period of service under the provisions of Articles 43 and 45 following the adoption of these Articles of Association.

**DISQUALIFICATION AND REMOVAL OF DIRECTORS**

51. The office of a Director shall be vacated if:

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) being the Chief Executive he shall cease to hold office as such; or

(c) he resigns his office by notice in writing to the Board; or
(d) where not an executive of the Chamber, he ceases to be a Member or connected with a Member; or

(e) he becomes bankrupt or makes any compensation with his creditors generally; or

(f) he is or may be suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(g) he has been absent without permission of the Board from three consecutive meetings of the Board and the Board resolves that his office be vacated; or

(h) he is removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by Majority Resolution of the Board passed at a meeting of the Board convened by an Officer on at least twenty-one days’ notice, provided that the Director concerned shall be given at least fourteen days’ notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof.

PROCEEDINGS OF THE BOARD

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

53. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be six.
54. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine.

55. The Directors may delegate any of their powers to any committee consisting of at least one Director and such other persons, whether or not Directors, as the Board may think fit. They may also delegate to the Chief Executive or any Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.

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

OFFICERS

57. A Board Meeting shall be held not less than 28 days prior to each Annual General Meeting for the purpose of dealing with the election, re-election or appointment and re-appointment of the President and Vice-President(s) of the Chamber in accordance with Article 58 and, the nominations for the election of Directors at the Annual General Meeting in accordance with Article 44. For the avoidance of doubt, there shall be no presumption or requirement that a Director appointed to office as Vice-President for any Session shall be appointed as President for the immediately following Session.

58. At the Board Meeting referred to in Article 57 the Directors shall make nominations for the offices of President, Treasurer and up to a maximum of two Vice-Presidents. If there is more than one individual nominated for such offices a vote of the Directors shall be taken to determine the matter in such manner as the Board may decide.

59. The persons nominated for the offices of President Vice-President (or Vice-Presidents in the event of two Vice-Presidents being proposed) and Treasurer must be Directors of the Chamber appointed pursuant to Article 42(b). Their appointments shall be ratified by the Members at the Annual General Meeting following the Board meeting at which they are nominated, and they shall hold office until the next following Annual General Meeting when they shall automatically retire. For the avoidance of doubt, subject to ratification by the members at the Annual General Meeting at which these Articles are adopted, the persons nominated for the offices of President and Vice-President in the notice convening such Annual General Meeting, shall be appointed to such offices.
60. A President who has served for one Session only may offer himself for re-
appointment for one further Session at or before the Board meeting held to
discuss the matter.

61. A Vice-President or Treasurer who has served for one Session only may
offer himself for re-appointment for one further Session at or before the
Board meeting held to discuss the matter.

62. The notice of the Annual General Meeting referred to in Article 20, shall
include a notice of the persons nominated by the Directors for appointment
as President, Vice-President and Treasurer and the requirement that their
appointments shall be confirmed by resolution of the Members.

63. In the case of any vacancy occurring in the office of President then the
vacancy shall be filled by a Vice-President who shall cease to be Vice-
President and shall hold office as President until the next Annual General
Meeting. In the event that two Vice-Presidents hold office upon the
occurrence of such a vacancy, a vote of the Directors shall be taken to
determine which Vice-President takes office as President.

64. In the case of any vacancy occurring in the office of Vice-President or
Treasurer then the vacancy shall be filled by the Board appointing one of
the Directors as Vice-President or Treasurer and if more than one individual
is nominated a vote shall be taken to determine the matter in such manner
as the Board may decide. An individual appointed Vice-President or
Treasurer pursuant to this Article 64 shall hold office until the next Annual
General Meeting.

**CHIEF EXECUTIVE**

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

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

67. In relation to his duties and obligations as a Member, the Chief Executive in
conjunction with the President and other officers shall be responsible for
media relations in connection with representational matters.

**SECRETARY**
68. 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 it may think fit and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall ensure that the documentation of the Chamber is in order, that all returns required by the Acts are duly made, and that the Chamber’s own register and records are properly maintained.

SECTIONS

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

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

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

BYE-LAWS

72. The Board shall have power to make, alter or revoke Bye-Laws, provided that such Bye-Laws are consistent with these Articles.

73. Without prejudice to the generality of the foregoing, Bye-Laws may be made, altered or revoked in connection with:
   (a) Membership;
   (b) Subscriptions;
   (c) Committees;
   (d) Proceedings of the Board;
   (e) Sections; and
   (f) the conduct of any candidacy or campaign activity undertaken by any individual seeking appointment as a Director.

DECLARATIONS OF INTEREST

74. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of this interest to the Board. A Board member having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but
may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

75. For the purposes of Article 74:
(a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

MINUTES

76. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings and at all meetings of the Board, Sections (if any) and Committees, including the names of those present at each such meeting.

77. Minutes of meetings of the Board, any Section and any Sub-Committee shall be open to inspection by Members on request Summaries of the meeting of the full Board of Directors will be published in the Members area of the website with effect from the meeting due to be held in Oct 2014.

ACCOUNTS

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

NOTICES

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

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

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

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

INDEMNITIES

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

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

WINDING-UP

85. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up in accordance with Article 87.

86. If on the winding-up of the Chamber any property remains after satisfaction of all the Chamber's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the Chamber at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction). For the avoidance of doubt, a body to which property is transferred under this Article may be a member of the Company. To the extent that effect cannot be given to this Article, the relevant property shall be applied to some "charitable purpose" or "charitable purposes" (as those terms are defined in the Charities and Trustee Investment (Scotland) Act 2005).

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