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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

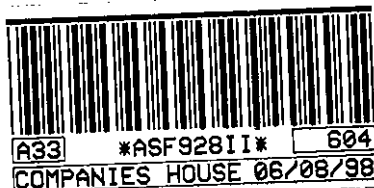
OF

EAST MERCIA CHAMBER OF COMMERCE AND INDUSTRY

(As adopted, amended or altered by Special Resolutions passed on
30th July 1956, 25th April 1966, 19th April 1982, 29th April 1988,
23rd April 1993, 22nd April 1994 and 17th July 1998)

(Incorporated 1st April 1892)

Oldham Rust Jobson
Solicitors
Queensville House
49 Queensville
STAFFORD
ST17 4NL
(Ref: TAJ)



The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

EAST MERCIA CHAMBER OF COMMERCE AND INDUSTRY

(As adopted, amended or altered by Special Resolutions passed on
30th July 1956, 25th April 1966, 19th April 1982, 29th April 1988,
23rd April 1993, 22nd April 1994 and 17th July 1998)

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THE COMPANIES ACTS 1985 to 1989

Company Limited by Guarantee

and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

EAST MERCIA CHAMBER OF COMMERCE AND INDUSTRY*

("the Chamber")

(As altered by Special Resolutions passed on 25th April 1966, 19th April 1982,
23rd April 1993 and 22nd April 1994 and 17th July 1998)

1. The name of the Association is "East Mercia Chamber of Commerce and Industry".
2. The Registered Office of the Chamber will be situate in England.
3. The objects for which the Chamber is established are :-
 - (A) To promote and protect the trade of the United Kingdom and particularly of the districts of Walsall, Lichfield, Cannock, Burton-upon-Trent and Tamworth and surrounding areas.
 - (B) To consider all questions connected with trade.
 - (C) To promote, support or oppose legislative or other measures or proposals affecting trade or affecting the interests or welfare of the districts of Walsall, Lichfield, Cannock, Burton-upon-Trent and Tamworth and surrounding areas.
 - (D) To provide and furnish premises and all other items and services required to enable the Chamber to achieve its objects.

* Name changed from "The Walsall and District Incorporated Chamber of Commerce" to "Walsall Chamber of Commerce and Industry" by Special Resolution passed on 25th April 1966 and to "East Mercia Chamber of Commerce and Industry" by Special Resolution passed on 22nd April 1994

- (E) To obtain and circulate information in any form as to trade, business and commerce throughout the world and to disseminate such information among its members and others as it may deem necessary to attain its objects.
- (F) To initiate, promote, undertake and otherwise to become involved in the initiation, promotion, undertaking and involvement in training and education of whatever nature and to whatever level and without geographical limit
- (G) To undertake or promote the settlement by arbitration of disputes or questions arising in connection with trade, business and commerce
- (H) To become a Member of or a Subscriber to any Association or Institute having objects wholly or partly similar to those of the Chamber or which are connected in any way with trade, business and commerce or with the interests of the welfare of the districts of Walsall, Lichfield, Cannock, Burton-upon-Trent, Tamworth and surrounding areas.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Chamber may think necessary or convenient for the purpose of attaining the above objects or which may enhance the value of any other property of the Chamber.
- (J) To borrow or raise or secure the payment of money for the purpose of the Chamber on such terms and on such security as may be thought fit.
- * (K) To promote and/or subscribe for shares in any other company or companies for the purpose of furthering the objects of the Chamber or for any other purpose which may seem directly or indirectly calculated to benefit the Chamber and to hold share and/or loan capital of any such company

- * (L) To guarantee the payment of the debts or obligations of any corporation firm or person and to provide security for any such guarantee in any case where the guarantee may seem directly or indirectly calculated to further the interests of the Chamber.
 - * (M) As an ancillary object to establish and operate a President's Discretionary Fund to support activities which are in furtherance by the Chamber's objects.
 - * (N) To establish and maintain any contributory or non-contributory Pension, Life Assurance or superannuated funds for the benefit of present and former employees of the Chamber and their dependents and to make payments for or towards the insurance of any employees.
 - (O) To do all such lawful things as may be incidental to the attainment of the above objects.
4. The income and property of the Chamber from whatever source it is derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Chamber Provided That nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the chamber or to any Member of the Chamber or other person in return for any goods actually supplied or services actually rendered to the Chamber.

* Added by Special Resolution dated 17th July 1998

5. The fourth paragraph of this Memorandum is a condition on which a Licence is granted by the Board of Trade to the Chamber in pursuance of Section 23 of the Companies Act 1867.
6. If any Member of the Chamber pays or receives any dividend, bonus or other profit in contravention of the fourth paragraph of this Memorandum his liability shall be unlimited.
7. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time he is a Member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1 or in case of his liability becoming unlimited such other amount as maybe required in pursuance of the last preceding paragraph of this Memorandum.
8. If upon the winding-up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Chamber but shall be given or transferred to such other institutions having objects similar to the objects of the Chamber to be determined by the Members of the Chamber at or before the time of dissolution and in default thereof by the judge of the County Court of Walsall or such judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
9. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matter in respect of which such receipt and expenditure takes place, and of the property, creditors, and liabilities of the Chamber; and, subject to any

reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the chamber shall be examined, and the correctness of the balance sheets ascertained by one or more properly qualified Auditor or Auditors.

THE COMPANIES ACTS 1985 to 1989

Company Limited by Guarantee

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ARTICLES OF ASSOCIATION

OF

EAST MERCIA CHAMBER OF COMMERCE AND INDUSTRY

(Adopted by Special Resolution passed on 30th July 1956 and altered by Special Resolutions passed on 25th April 1966, 19th April 1982, 29th April 1988, 23rd April 1993, 22nd April 1994 and 17th July 1998)

INTERPRETATION

1. In these Articles unless there is something in the subject or context inconsistent therewith the following provisions shall apply in connection with the interpretation hereof;

Words importing or denoting the singular number only shall include the plural.

Words importing or denoting the plural only shall include the singular.

Words importing or denoting any one gender shall include all genders.

"the Chamber" means East Mercia Chamber of Commerce and Industry.

- * "the Chamber Area" means each of the areas comprising the Walsall Chamber Area, the Burton Chamber Area, the Tamworth Chamber Area, the Cannock Chamber Area and such surrounding areas as may from time to time be served by the Chamber.

- * "the Burton Chamber" means the Burton Upon Trent and District Chamber of Commerce and Industry being a division of the Chamber.

- * "the Burton Chamber Area" means the administrative area comprising East Staffordshire District Council and such parts of South Derbyshire and other surrounding areas as may from time to time be served by the Burton Chamber.
"Burton Members" means those whose businesses are situated within or who operate from the Burton Chamber Area.
- * "the Cannock Chamber" means the Cannock Chase Chamber of Commerce and Industry being a division of the Chamber
- * "the Cannock Chamber Area" means the administrative area of Cannock Chase District Council and such parts of the administrative area of South Staffordshire District Council as may from time to time be served by the Cannock Chamber
- * "the Cannock Members" means those whose businesses are situate within or who operate from the Cannock Chamber Area
- * "the Tamworth Chamber" means the Tamworth Chamber of Commerce being a division of the Chamber
- * "the Tamworth Chamber Area" means the administrative area of Tamworth District Council and such surrounding areas as may from time to time be served by the Tamworth Chamber
"the Tamworth Members" means those members whose businesses are situated within or who operate from the Tamworth Chamber Area
- * "the Walsall Chamber" means the Walsall Chamber of Commerce and Industry being a division of the Chamber
- * "the Walsall Chamber Area" means the administrative areas of Walsall Metropolitan Borough Council, Lichfield District Council, and other surrounding areas as may from time to time be served by the Walsall Chamber

"Walsall Members" means those members whose businesses are situated within or who operate from the Walsall Chamber Area.

"Local Chamber Area" means each of the Burton Chamber Area the Tamworth Chamber Area, the Walsall Chamber Area and the Cannock Chamber Area.

"The Act" means the Companies Act 1985 as amended.

"Articles" means the constitution for the time being in force of the Chamber and

"Article" means a clause thereof.

"The Council" means the body referred to in Article 23.

"In writing" means written or printed or partly written and partly printed.

"Member" means a member of the Chamber and includes a body corporate as well as an individual either in his personal capacity or as representative of a partnership firm or other unincorporated association.

"Month" means calendar month.

"The Seal" means the common seal of the Chamber.

"Secretary" means any person appointed to perform the duties of the Secretary of the Chamber.

MEMBERS

2. The number of members is unlimited.
3. The Chamber shall consist of persons, companies and individuals, representatives of partnerships, firms or other unincorporated associations and representatives of any public sector organisation or association directly or indirectly interested in trade, commerce, manufacture, or professional practice within the Chamber Area and elected by the Council.

* Added by Special Resolution dated 17th July 1998

4. Each candidate for membership shall sign and deliver to the Secretary an application in such form as may from time to time be approved by the Council.
5. The members may, at any members meeting, by ordinary resolution elect to bestow honorary life membership upon any person or may elect to bestow annual honorary membership upon any body or organisation from time to time. Such honorary members shall not be required to sign any form of application for membership or pay any subscription or any amount in the winding up of the company and they shall not be entitled to vote.
6. The rights and privileges of members enjoyed by each member as a member of the chamber shall be for the benefit of such member only.
7. Any member may resign from the Chamber by giving three months' notice in writing to the Secretary, and upon the expiration of the notice he shall cease to be a member.

SUBSCRIPTIONS

8. Every member shall pay in advance to the Chamber such annual subscriptions as may be determined from time to time by the Council. Subscriptions may be paid in the name of any firm, company, trade organisation or public sector organisation or association which shall be entitled to be represented by any one member of the Chamber. Any firm, company, trade organisation or association may become a member of the Chamber on payment of such subscription as may be determined by the Chamber.

9. Any member ceasing to be such shall nevertheless remain liable for and shall pay to the Chamber any subscription which at the time of his ceasing to be a member may be due from him (as the case may be).

GENERAL MEETING

10. The Chamber shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Chamber and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened by the Council on a requisition in writing to that effect in accordance with Section 368 of the Act.
12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the members other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the date and hour of the meeting, and in case of special business the general nature of that business.

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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of members of the Council in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as is herein otherwise provided five members present in person shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned at the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of members is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum .
16. The President, or, in his absence, a Vice-President shall preside as Chairman at every General Meeting. In the absence of both President and Vice-President the members shall choose one of their number to be Chairman.
17. The Chairman may, with the consent of any General Meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more,

notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

18. At any General Meeting, unless a poll is demanded by at least 5 members, or by a number of members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, a declaration by the Chairman that a resolution has been carried, or carried by any particular majority, or lost, and an entry to that effect in the book of proceedings of the Chamber shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. If a poll is duly demanded it shall be taken at such time or place, and either immediately or after an interval or adjournment and either by open voting or by ballot, as the Chairman may direct, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded.
20. Every member shall have one vote and voting by proxy shall not be permitted. Any corporation which is a member may 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, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member. In case of an equality of votes at a meeting or at a poll, if one is demanded, the chairman shall be entitled to a second or casting vote.

* Article 21 was deleted by Special Resolution passed on 17th July 1998

MEMBERS OF THE COUNCIL

22. The management of the business of the Chamber shall be vested in the Council who, in addition to the powers conferred upon them by these Articles may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber, and are not hereby or by statute expressly directed or required to be exercised or done by the Chamber in General Meeting
23. The Council shall consist of :-
- (A) The President and two Vice-Presidents for the time being (who shall be chosen from amongst the ordinary Council members in the manner set out in Article 25 hereof and who shall comprise part of and shall not be in addition to the ordinary Council members making up the Council as provided in Article 23(C) hereof);
- and
- (B) The Chief Executive and the Finance Director of the Chamber who shall be ex-officio members of the Council (in addition to the ordinary Council members making up the Council as provided in Article 23(C) hereof); and
- (C) (i) Not less than five nor more than fifteen ordinary Council members elected from the general body of members by resolution in General Meeting (the actual number of whom shall be decided upon the Council itself) and one third of whom (or if the number is not divisible by three, then the nearest to one-third) shall retire every year the first such retirement to take place on the date of the Annual General Meeting immediately following the adoption of these Articles and all

subsequent retirements to take place every year thereafter (or if their number is not a multiple of three, then the number nearest one-third shall retire); such Council members shall retire in the order of their election but as between persons who became or were last reappointed Council members on the same day, those who retire shall be determined by lot (unless the Council decides otherwise in order to comply with the provisions of Articles 23 (C) (ii) and (iii) hereof or unless they otherwise agree between themselves). All retiring Council members shall subject to Article 24 below and nominated by their Divisional Council be eligible for re-election at the Annual General Meeting at which they retire in accordance with this Article

- * (ii) the ordinary Council members elected from the general body of members shall be elected from each Local Chamber Area as nearly as possible in the same proportion as the number of members in each Local Chamber Area assessed on membership numbers at the First day of April immediately preceding the date fixed for the Annual General Meeting bears to the total number of members provided that such Council members shall have been nominated by the respective Divisional Councils or selected by the Council in the absence of such nomination

* New sub-article (ii) substituted by Special Resolution passed on 17th July 1998

24. Notwithstanding any of the other provisions of these Articles :-
- (1) a member or the representative of a member shall not be eligible for membership of the Council if the Council decides that the main or ancillary business or activity of such member or representative is or may be in direct or material conflict with or in any way inimical to the business of the Chamber or furthermore of its objects. Any such decision of the Council shall be final and not open to question and the Council shall not be bound to express any reason for their decision.
 - (2) any Council member shall be dismissed by resolution of the Council at any time at the written request of that Divisional Council which nominated such Council member but unless a special Council Meeting is summoned for the purpose of passing such a resolution the resolution shall form part of the business of the next ordinary Council Meeting. Such written request need not state any reasons.
 - (3) All Council members of (whatever standing) shall retire from the Council at the age of 70 years.
25. The President and two Vice-Presidents shall be appointed annually from amongst the ordinary members of the Council and such appointment shall be made by such ordinary members of the Council at their first meeting after each Annual General Meeting of the Chamber.
- * Provided that the Council may instead of appointing any one or more of the President and two Vice-Presidents from amongst its ordinary members invite persons from amongst the general body of members to become President and/or a Vice President. If such member shall accept such invitation he shall become an ex-officio member of

the Council (and shall not be included in the calculations of numbers of members for the purpose of Article 23(C))

26. If any casual vacancy shall occur in the office of President the Council as then constituted shall meet and nominate from amongst the Vice-Presidents one or other of the Vice-Presidents to fill the office of President.
27. If any casual vacancy shall occur in any of the offices of Vice-President such vacancy may be filled by resolution of the Council but any person so chosen shall retain his office only until the first meeting of the Council held after the next Annual General Meeting when he shall retire but be eligible for re-election.
28. Any casual vacancy in the Council may be filled by resolution of the Council provided that any such vacancy shall only be filled by a member from the same Local Chamber Area as that of the previous member whose cessation of membership of the Council caused such vacancy to occur and the replacement member shall be nominated by the appropriate Divisional Council but any person so chosen shall retain his office only until the next Annual General Meeting when he shall retire but be eligible for re-election.
29. The Council shall have power to appoint the Chief Executive and the Financial Director of the Chamber on such terms and conditions as the council in its absolute discretion shall think fit, including terms obtaining to the award of a pension

*Added by Special Resolution passed on 17th July 1998

30. The Council shall meet not less than six times in each calendar year and a period of not more than three months shall elapse between the holding of one meeting and the holding of the next. It shall have power to make such regulations as it thinks proper as to the summoning and holding of its meetings, the admission or exclusion of members of the Chamber who are not members of the Council and the transaction of business at meetings, and it may adjourn any meeting.
31. The Council may from time to time fix the quorum necessary for the transaction of business at a meeting of the Council or at an adjourned meeting thereof, but until they shall otherwise determine five members of the Council shall form a quorum.
32. The President alone or any five members of the Council may at any time summon a meeting thereof.
33. The President, or in his absence, a Vice-President (or joint Vice-President as the case may be) shall take the chair at all meetings of the Council. In the absence of both the President and Vice-Presidents, the Council members present shall choose one of their number to be Chairman.
34. Questions at any meetings of the Council shall be decided by resolutions passed on a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
35. The Council shall (subject to Article 31 above) have full power to act notwithstanding any vacancies in its numbers provided the number does not fall below six.

*36. No Resolution shall be put to any General Meeting of the Chamber without the authority of a Resolution of the Council where such Resolution is for the winding up of the Chamber unless either :-

- (i) such winding up is required to comply with the Act or the Insolvency Act 1986 or any amending legislation; or
- (ii) the approval of each of the Divisional Councils constituted under Article 37 shall first have been obtained

DIVISIONAL COUNCILS

37. The Council shall constitute Divisional Councils as committees of the Council responsible for any activities within the geographical areas served by the Local Chamber Areas which Divisional Councils shall be entitled to operate under the styles of "Walsall Chamber of Commerce and Industry" or "The Burton Upon Trent and District Chamber of Commerce and Industry" or "Tamworth Chamber of Commerce" or "Cannock Chase Chamber of Commerce and Industry" as appropriate and with the addition of the words "A division of East Mercia Chamber of Commerce and Industry", subject always to the requirements of the Act including without limitation as to stationery

* New Article substituted by Special Resolution on 17th July 1998

38. (1) Each Divisional Council shall be made up as follows :-
- (A) A Chairman who shall be entitled to style himself "President of The Burton Upon Trent and District Chamber of Commerce and Industry" or "President of the Tamworth Chamber of Commerce" or "President of the Walsall Chamber of Commerce and Industry" or "President of the Cannock Chase Chamber of Commerce and Industry" as appropriate. Each such Chairman shall be a Council member from the appropriate Local Chamber Area nominated by the appropriate Divisional Council who shall be elected by the Council and who shall be capable of being removed by resolution of the Council (provided that the first such Divisional Chairmen shall be elected by the Council without any such nominations): and
- (B) Not less than two ordinary members elected to the Divisional Council from and by the general body of members in the appropriate Local Chamber Area (provided that the first two such ordinary members shall be co-opted to the Divisional Council by the Chairman of such Divisional Council); and
- (C) Such members of the Chamber who may from time to time be co-opted by any of the Divisional Council to serve upon such Divisional Council
- (2) Each Divisional Council shall have power from time to time to make such bye-laws for the furtherance of the objects of the chamber in its Local Chamber Area and the conduct of its business as it considers necessary or desirable provided such bye-laws do not conflict with the Memorandum or Articles of Association of the Chamber and provided that such bye-laws are approved by the Council before being made. A Divisional Council may also

from time to time rescind or alter any of such bye-laws subject to the above provisos.

STANDING COMMITTEES

39. The Council shall also have power to constitute any number of further committees ("standing committees") which standing committees shall take their terms of reference directly from the Council and shall report when required by the Council so to do directly to the Council.

DISQUALIFICATION OF COUNCIL MEMBERS

40. If any member of the Council shall without leave of absence granted by the Council be absent from four meetings or more thereof during a period of 12 consecutive months the Council may declare his office vacant and he shall thereupon cease to be a member of the Council. A member of the Council shall if he ceases to be a member or the nominated representative of a member forthwith vacate his office.
41. A member of the Council being a director in accordance with the Act shall be subject to all the provisions of the Act regarding directors including those provisions relating to vacation of office. A member of the Council shall immediately vacate his office if he becomes prohibited by law from being a director.
42. Without prejudice to the general powers conferred by Article 22 hereof the Council shall have power :-
- (A) To purchase or take on lease any building or buildings or part of any building for the purposes of the Chamber.

- (B) To provide and furnish premises and all other items and services required to enable the Chamber to achieve its objects as set out in its Memorandum of Association.
- (C) To exercise all the powers of the Chamber to borrow money, and to mortgage or charge its undertaking and property or any part thereof.
- (D) To determine from time to time the conditions on which members of the Chamber and others shall use such premises and all other items and services provided by the Chamber.
- (E) To appoint and dismiss and to fix the remuneration and other terms of employment of such staff as the Council deems necessary to attain its objects as set out in its Memorandum of Association.
- (F) To petition Parliament or any other public body or official in the name of the Chamber.
- (G) To support or oppose in Parliament or elsewhere in the name of the chamber any measure or proposal directly or indirectly affecting the industry, trade, or commerce or in the interests of the welfare of the Chamber Area.
- (H) To subscribe or contribute to the funds of the Association of British Chambers of Commerce or any other association or institute directly or indirectly affecting the industry, trade, commerce or the interests or welfare of the Chamber Area.

- (I) To appoint in the name and on behalf of the Chamber any one or more of its officers or members as a delegate or delegates to represent the Chamber at any meeting or meetings of the Association of British Chambers of Commerce, or any other association or an institute as aforesaid.
- (J) To appoint in the name and on behalf of the Chamber any member or members of the Council to be arbitrator arbitrators or umpire in any trade, industrial or commercial dispute or question or to be a member or members of any board of conciliation or arbitration nor formed or which may hereafter be formed for the settlement of trade, industrial or commercial questions.
- (K) To delegate any of the powers of the Council to committees (whether to the Divisional Councils or standing committees or otherwise) consisting of such members of the Chamber as the Council thinks fit

ACCOUNTS

- 43. The Council shall cause true accounts to be kept of the monies received and expended by the Chamber, and the matters in respect of which such receipts and expenditure shall take place, of all assets, creditors and liabilities of the Chamber and of all sales and purchases of goods by the Chamber.
- 44. The books of account shall be kept at the registered office of the Chamber or, subject to section 222 of the Act and such other place or places as the Council think fit, and shall always be open to the inspection of the Council.

45. The Council shall from time to time in accordance with Sections 226,227,234,234A,235 and 236 of the Act cause to be prepared and to be laid before the Chamber in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Chamber in General Meeting, together with a copy of the Auditors Report, shall not less than 21 days before the date of the Meeting, be sent to every member of and every holder of debentures in, the Chamber provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Chamber is not aware or to more than one of the joint holders of any debentures.
47. Auditors shall be appointed and their duties regulated in accordance with Sections 384 and 389A,390,390B,391,391A,392,392A,393 and 394 of the act and all other powers in that behalf.

TERMINATION OF MEMBERSHIP

48. A member may terminate his membership by giving notice in writing to the Secretary at least three months before the due date for renewal of the subscription of that member otherwise shall be held liable to pay his subscription for the ensuing year, and such subscription shall be a debt due and legally recoverable by the Chamber.
49. If any member neglects for one month to pay any money due from him to the chamber, the Council may by notice in writing request him to pay such money. The notice shall appoint a day and place for payment and a copy of this clause shall be

sub-joined thereto. If the requisitions of such notice are not complied with the Council may pass a resolution to exclude such member and such member shall thereupon cease to be a member.

50. Unless Council shall, by resolution specially suspend the operation of this Article a member shall ipso facto cease to be a member of the Chamber :-

- (A) If such member is adjudicated bankrupt, or suspends payment, or compounds with his creditors.
- (B) If, being a Company, any order shall be made or effective resolution passed for winding up, otherwise than for the purpose of reconstruction or amalgamation of such member.
- (C) If such member (being an individual) is convicted of any imprisonable offence.
- (D) If such member (being an individual) 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 equivalent; 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 such member shall neglect or refuse to comply with any Article of these Articles of Association after written notice has been sent to him by registered post by the Secretary on the instructions of the Council directing his attention to such neglect or refusal.

51. The Council may by resolution determine the membership of any member, provided that :-
- (A) at least twenty-one days' notice of the proposed resolution including a general description of the matters giving rise to the proposed resolution has been given; and
 - (B) not fewer than three-quarters in number of the members of the Council present and entitled to vote, do not vote in favour of the resolution, and
 - (C) the member whose membership is in question is given at least twenty-one days' notice of the proposed resolution and a reasonable opportunity to attend the meeting at which the resolution is to be put and to be heard in his defence.

NOTICES

52. All notices required to be served upon members may be served personally or by posting the same to the members at their respective address, or leaving the same at such address, and every notice sent by post shall be deemed to have been delivered on the day next following the day of posting.

BYE-LAWS

53. The Council shall have power from time to time to make such bye-laws for the furtherance of the objects of the Chamber and the conduct of its business as it from time to time consider necessary, provided such bye-laws are not repugnant to the Memorandum and Articles of Association of the Chamber, or amount to such an alteration of or addition to the Articles as could only legally be made by Special Resolution. It may also from time to time rescind or alter any of the said bye-laws.

DISSOLUTION

54. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.