



Company No 36148

The Companies Act 1985

Company Limited By Guarantee And Not Having A Share Capital

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 26<sup>TH</sup> March 2001)

of

EAST MERCIA CHAMBER OF COMMERCE & INDUSTRY  
(to be re-named EMCCI)

Incorporated on 1<sup>st</sup> April 1892

### Interpretation

In these Articles:

'THE ACT' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'THE ARTICLES' means the Articles of the Company

'BLACK COUNTRY CHAMBER' means Black Country Chamber of Commerce & Industry (a Company limited by guarantee)

'CLEAR DAYS' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

'EXECUTED' includes any mode of execution

'MEMBERS' means the Walsall Member and the Southern Staffordshire Member collectively

'NOMINATED DIRECTORS' means the Nominated Directors appointed pursuant to Article 22

'OFFICE' means the registered office of the Company

'THE SEAL' means the common seal of the Company

'SECRETARY' means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

'SOUTHERN STAFFORDSHIRE CHAMBER' means Southern Staffordshire Chamber of Commerce and Industry (a Company limited by guarantee)

'SOUTHERN STAFFORDSHIRE MEMBER' means Trustees nominated from time to time by Southern Staffordshire Chamber and collectively comprising one Member of the Company

'THE UNITED KINGDOM' means Great Britain and Northern Ireland Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

'WALSALL MEMBER' means Trustees nominated from time to time by the Walsall Division of Black Country Chamber and collectively comprising one Member of the Company

## **Members**

1. Membership of the Company shall be limited to two and shall comprise the Walsall Member and the Southern Staffordshire Member only. The first Walsall Member shall comprise Brian Lowe, Robert Crundwell, John Murray and John Baker and the first Southern Staffordshire Member shall comprise Sue Arnold, Philip Bradford, Barry Challender and Michael Swallow and thereafter each Walsall Member and Southern Staffordshire Member shall be appointed by the Members of the Walsall Division of Black Country Chamber and by the Members of the Southern Staffordshire Chamber respectively.

2. A member may at any time withdraw from the Company by giving at least 3 months notice in writing to the Secretary of his intention to do so but any person ceasing by any means to be a Member shall be liable for and shall pay to the Company all monies due from him to the Company at the time of his ceasing to be a Member or for which he may become liable under the provisions of the Memorandum of Association

3. The interests and rights of a Member are not transferable other than to a successor to the interests of the Walsall Division of the Black Country Chamber and to a successor to the Southern Staffordshire Chamber

## **General meetings**

4. The Company shall in each calendar 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 Company and that of the next. The annual general meeting in each year shall be held at such time and place as the

Nominated Directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5. The Nominated Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Nominated Directors to call a general meeting, any Nominated Director or any member of the Company may call a general meeting.

#### **Notice of general meetings**

6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Nominated Director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by all Members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Nominated Directors and auditors.

#### **Proceedings at general meetings**

7 No business shall be transacted at any meeting unless a quorum is present.

8 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Nominated Directors may determine.

9 The chairman, if any, of the board of Nominated Directors or in his absence some other Nominated Director nominated by the Nominated Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Nominated Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Nominated Directors present shall elect one of their number to be chairman and, if there is only one Nominated Director present and willing to act, he shall be chairman.

10 If no Nominated Director is willing to act as chairman, or if no Nominated Director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11 A Nominated Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a second or casting vote

14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### **Votes of members**

15 On a show of hands or on a poll each member present in person or by proxy shall have one vote.

16 No objection shall be raised to the qualification of each voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

17 An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Nominated Directors may approve):

I/We                      of

being a member/members of the above-named Company, hereby appoint

of                      or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on                      20                      and at any adjournment thereof.

Signed on                      20 .

18 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Nominated Directors may approve):

I/We of

being a member/members of the above-named Company, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on 20 , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20

19 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Nominated Directors may:

- (a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Nominated Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

20 A vote given by proxy shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given

### **Number of Nominated Directors**

21 The Walsall Member may from time to time appoint four persons to be Nominated Directors ("Walsall Directors") and the Southern Staffordshire Member may from time to time appoint four persons to be Nominated Directors ("South Staffordshire Directors") but so that not more than one-half of the maximum number of Nominated Directors for the time being authorised shall at any one time hold office by virtue of appointment by the Walsall member nor shall more than one-half of such maximum number at any one time hold office by virtue of appointment by the Southern Staffordshire Member. In these Articles the expressions "Walsall Director" and "Southern Staffordshire Director" respectively designate Nominated Directors according to the Member who has appointed or are deemed to have appointed them.

22 All appointments of Nominated Directors shall be by notice in writing to the Company from the organisation or authority entitled to appoint such person and such appointment may by like notice be terminated. No Nominated Director shall have the right to appoint an alternate Nominated Director

23 Nominated Directors appointed pursuant to these Articles shall not be subject to retirement by rotation and every such Nominated Director shall hold office until he is removed in manner provided by these Articles and neither the Company in general meeting nor the Nominated Directors shall have the power to fill any vacancy so arising

### **Powers of Nominated Directors**

24 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Nominated Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Nominated 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 regulation shall not be limited by any special power given to the Nominated Directors by the Articles and a meeting of Nominated Directors at which a quorum is present may exercise all powers exercisable by the Nominated Directors.

### **Delegation of Nominated Directors' powers**

25 The Nominated Directors may delegate any of their powers to any committee consisting of one or more Nominated Directors or other persons. They may also delegate to any {Chief Executive} or any Nominated Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Nominated 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 Nominated Directors so far as they are capable of applying.

### **Disqualification and removal of Nominated Directors**

26 The office of a Nominated Director shall be vacated if:

- (a) without the consent of the Company in general meeting holds any other office of profit under the Company; or
- (b) he ceases to be a Nominated Director by virtue of any provision of the Act or he becomes prohibited by law from being a Nominated Director; or
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; 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
- (e) he resigns his office by notice to the Company; or
- (f) he shall be removed by the Member who appointed the Nominated Directors

### **Nominated Directors' expenses**

27 The Nominated Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Nominated Directors or committee of Nominated Directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

### **Nominated Directors' appointments and interests**

28 Subject to the provisions of the Act and to the Memorandum of Association and to Article 37 and provided that he has disclosed to the Nominated Directors the nature and extent of any material interest of his, a Nominated Director notwithstanding his office:

- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

29 For the purposes of Article 28:

- (a) a general notice given to the Nominated Directors that a Nominated Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Nominated Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Nominated 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.



## **Proceedings of Nominated Directors**

30 The quorum at a meeting of Nominated Directors shall be 2 of which one shall be a Walsall Director and one a Southern Staffordshire Director, provided that if within half an hour of the time appointed for the holding of any meeting of the Directors either a Walsall Director or a Southern Staffordshire Director shall not be present the Nominated Directors present shall resolve to adjourn that meeting to a specified place and time (which shall not be earlier than three nor later than seven days after the date originally fixed for the meeting). At such adjourned meeting the quorum necessary for the transaction of the business of the Directors shall be any two Directors.

31. No Nominated Director shall be appointed otherwise than as provided in these Articles

32. A committee of the Nominated Directors shall include at least one Walsall Director and one Southern Staffordshire Director and the quorum for a meeting of any such committee shall throughout the meeting be at least one Walsall Director and one South Staffordshire Director

33. The Nominated Directors shall meet together for the despatch of business at least once a quarter but may otherwise meet adjourn and regulate their meetings as they think fit. A Nominated Director may, and the Secretary at the request of a Nominated Director shall, call a meeting of the Nominated Directors. It shall not be necessary to give notice of a meeting to a Nominated Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.

34. The Nominated Directors may appoint one of their number to be the chairman of the board of Nominated Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Nominated Director so appointed shall preside at every meeting of Nominated Directors at which he is present. But if there is no Nominated Director holding that office, or if the Nominated Director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Nominated Directors present may appoint one of their number to be chairman of the meeting.

35. All acts done by a meeting of Nominated Directors, or of a committee of Nominated Directors, or by a person acting as a Nominated Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Nominated Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Nominated Director and had been entitled to vote.

36. A resolution in writing signed by all the Nominated Directors entitled to receive notice of a meeting of Nominated Directors or of a committee of Nominated Directors shall be as valid and effectual as if it had been passed at a meeting of Nominated Directors as (as the case may be) a committee of Nominated Directors duly convened and held and may consist of several documents in the like form each signed by one or more Nominated Directors.

37. Save as otherwise provided by the Articles, a Nominated Director shall not vote at a meeting of Nominated Directors or of a committee of Nominated Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Nominated Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Nominated Director shall be treated as an interest of the Nominated Director

38 A Nominated Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

39 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Nominated Director from voting at a meeting of Nominated Directors or of a committee of Nominated Directors.

40 If a question arises at a meeting of Nominated Directors or of a committee of Nominated Directors as to the right of a Nominated Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Nominated Director other than himself shall be final and conclusive.

## **Executive Directors**

41. (a) The Nominated Directors may from time to time appoint any person to be an Executive Director and may define, limit and restrict his powers, authorities and discretions and may at any time remove any such Executive Director so appointed
- (b) an Executive Director shall not be a "Director" of the Company for the purposes of The Act
- (c) an Executive Director shall not be a member of the Board and shall attend Board meetings only by invitation of the Nominated Directors and when present at a Board meeting he shall not be entitled to vote
- (d) the appointment of an Executive Director shall not, save as otherwise agreed between him and the Company, affect the terms and conditions of any Service Contract he may have with the Company
- (e) an Executive Director, while he continues to hold the title, shall not be subject to retirement by rotation

## **Secretary**

42 Subject to the provisions of the Act, the Secretary shall be appointed by the Nominated Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall be an individual and not a body corporate.

## **Minutes**

- 43 The Nominated Directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Nominated Directors; and
- (b) of all proceedings at meetings of the Company, and of the Nominated Directors, and of committees of Nominated Directors, including the names of the Nominated Directors present at each such meeting.

## **The seal**

44 The Seal shall only be used by the authority of the Nominated Directors or of a committee of Nominated Directors authorised by the Nominated Directors. The Nominated Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Nominated Director and by the Secretary or by two Nominated Directors.

## **Accounts**

45 The Nominated Directors shall cause proper accounting records to be kept in accordance with the Act

46 The accounting records shall be kept at the Office or (subject to the provisions of the Act) at such other place or places as the Nominated Directors shall think fit and shall always be open to inspection by the Nominated Directors

47 A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Act together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the balance sheet shall be accompanied by proper reports of the Nominated Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto. Such accounts shall be laid before the Company in general meeting in accordance with the Act and shall not less than 21 Clear Days before the date of the meeting be sent to all persons entitled to receive notices of general meeting

## **Notices**

48 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Nominated Directors need not be in writing.

49 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

50 A member who has no address registered with the Company for the purpose of giving notice to him shall not be entitled to receive any notice from the Company

51 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

52 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **Winding up**

53 On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

## **Indemnity**

54 Subject to the provisions of the Act but without prejudice to any indemnity to which a Nominated Director may otherwise be entitled, every Nominated Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.