

Company Registered Number: 00503870



ARTICLES OF ASSOCIATION

of

DORSET CHAMBER COMMERCE AND INDUSTRY

(Adopted by Special Resolution at an Annual General Meeting of Members
of the Company held on Thursday 12th December 2019)

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

DORSET CHAMBER OF COMMERCE AND INDUSTRY

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ARTICLES OF ASSOCIATION
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DORSET CHAMBER OF COMMERCE AND INDUSTRY

INTERPRETATION

1. In these Articles:

“The Act” means the Companies Acts 1985 to 2006 including any statutory modification or re-enactment thereof for the time being.

"Acts" means every statute from time to time in force concerning companies in so far as the same applies to the Chamber.

“Annual General Meeting” means the General Meeting called in accordance with Article 22

“Board” means the Board of Directors of the Chamber and the expression “Board Member” shall mean a Member of the Board.

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

“Chairperson of Council” means the person appointed under Article 99

“Chamber” means Dorset Chamber of Commerce and Industry (company number 503870)

“Chief Executive” means the person for the time being appointed pursuant to Article 51 to perform the duties of chief executive of the Chamber.

“Committee” means a committee referred to in Articles 84 and 110.

“Connected with a Member” means an individual who is a partner, director or employee of or consultant to a Member.

“Co-opted Councillor” means a person co-opted to Council in accordance with Article 116

“Council” means the Council of the Chamber (howsoever designated from time to time) as described in Article 94.

“Councillor” means a Member of the Council.

“Constitution” means the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force.

“Deputy Chairperson of Council” means the person appointed under Article 100

“Director” means a person appointed as a director of the Chamber in accordance with the Articles

“Elected Councillor” means a person elected or appointed in accordance with Articles 111 to 114.

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

“General Meeting” means a meeting of the Members convened in accordance with The Act and these Articles.

“Honorary Member” means an individual who has been admitted to honorary membership pursuant to Article 21.

“Honorary Solicitor” means an individual appointed pursuant to Article 66 or Article 67.

“Honorary Treasurer” means an individual appointed pursuant to Article 71 or Article 72.

“Immediate Past-President” means the person for the time being holding office pursuant to Article 64.

“Junior Vice-President” means the person for the time being elected in accordance with Article 61.

“Locality” means the area so described in Clause 3 of the Memorandum of Association.

“Member” means a Member of the Chamber (other than an Honorary Member) or, where the context permits, a person Connected with a Member and the expression “Membership” shall be construed accordingly.

“The Officers” means the President, the Senior Vice-President, the Junior Vice-President and Immediate Past-President and the term “Officer” means any one of the Officers.

“Non-Executive Director” means a Board Member other than an Executive Director.

"Ordinary Resolution" means a resolution of the Council or of the Board or of the Members at a General Meeting or of a Committee passed by a simple majority of the persons present at a duly convened meeting (whether in person or by proxy) and voting and entitled to vote on the resolution or by written resolution passed by a simple majority of the persons entitled to vote and voting on the resolution.

“President” means the person for the time being elected in accordance with Article 53.

"Scrutiny Committee" means the Committee appointed and constituted as referred to in Articles **Error! Reference source not found.** and **Error! Reference source not found.**

“Seal” means the Common Seal of the Chamber.

“Secretary” means the company secretary of the Chamber as registered at

Companies House.

“Senior Vice-President” means the person for the time being elected in accordance with Article 57.

“Special Resolution” means a resolution of the Council or of the Board or of the Members at a General Meeting of which not less than 21 days’ notice has been given in accordance with The Act passed by a majority of three quarters or more of the persons present (whether in person or by proxy) and voting and entitled to vote on the resolution or by written resolution passed by a majority of three quarters or more of the persons entitled to vote and voting on the resolution.

"Subscription Year" means for each Member the twelve month period starting on their initial subscription date or renewal date or such other period as the Board shall from time to time determine and which shall not require the approval of the Council or of the Members.

“Year” where the context so admits means a calendar year from 1st January to 31st December but in relation to a term of office shall mean the period between two consecutive Annual General Meetings.

"Working Day" means any day from Monday to Friday (inclusive) which is not a bank or other public holiday in England.

2. 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.
3. 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.
4. The masculine gender shall include the feminine gender and neuter genders, and vice versa.
5. The singular shall include the plural number, and vice versa.
6. The Chamber is established for the purposes expressed in the Memorandum of Association.
7. All questions of party politics (whether general or local) as between Members and unless relating directly to the business and affairs of the Chamber shall be excluded from discussion, and no Member shall be allowed to impugn, call in question, or refer to the political opinions or the conduct of any other Member at any meeting or proceedings or in any activities of the Chamber, the Council or any Committee unless it shall be a matter affecting the interests of the Chamber.

MEMBERSHIP

8. Those persons who are Members at the date of adoption of these Articles and all such other persons as apply, and are accepted, for Membership in accordance with the provisions of these Articles shall be Members until such time as their Membership ceases in accordance with these Articles.
9. The number of Members is unlimited

10. 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, *inter alia* commerce, trade, industry, transport, science, and education;
 - (c) Members of professions who have an interest in *inter alia* commerce, trade, industry, transport, science and education;
 - (d) individuals who have been proprietors, directors, partners or officers (as the case may be) of Members and who are no longer actively so engaged;
 - (e) local and other authorities, government bodies, government agencies and other publically funded or quasi governmental organisation;
 - (f) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to Membership.
11. All applications for Membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution if elected) as the Board may in its absolute discretion from time to time prescribe accompanied by the entrance fee and the amount of the subscription (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. It shall be the responsibility of prospective Members to provide within their application for Membership full and accurate details of the information required for that prospective Member and following his becoming a Member to provide and continue to provide the Chamber with full and accurate details of such information including as a minimum the full name, address, telephone number and if existing, e-mail and website particulars.
12. The admission of Members shall be considered and if thought fit approved by the Chief Executive who (save as hereinafter mentioned) may refer any application to the Board for its approval without giving reasons. The Board may refuse an application by Ordinary Resolution. The decision of the Chief Executive or the Board (where appropriate) shall be notified to each applicant by the Chamber.

CESSATION OF MEMBERSHIP

13. A Member may terminate his Membership by giving notice in writing to the Chamber at least two months before the end of the Subscription Year but such Member shall not be entitled to any refund of any subscription or any other fees paid to the Chamber in respect of his Membership.
14. Unless the Board shall suspend the operation of this Article in any specific case, 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 shall be adjudicated bankrupt.
- (c) if compounding 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 (Scotland) Act 1960; 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 the Member fails to pay an annual subscription in full within one month of the due date.

The date upon which a Member shall cease to be a Member shall, in the event of any dispute concerning such date, be determined by the Board.

15. The Board may by Ordinary Resolution expel any Member for any reason at any time provided that:
 - (a) not less than twenty-one 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.
16. The Board by Ordinary Resolution may re-admit to Membership any Member expelled, at such time and on such terms as it may determine.
17. Upon the cessation of Membership (for whatever reason) all rights and privileges of Membership shall be forfeited (without prejudice to any claims that the Chamber may have).

MEMBERSHIP SUBSCRIPTIONS & MEMBERS RIGHTS

18. The annual subscription 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 annual 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.
19. The interests and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

20. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles and the Bye-Laws.

HONORARY MEMBERSHIP

21. (a) The Council may by Ordinary Resolution nominate for admission to honorary Membership of the Chamber for life or for such shorter period as the Council may determine:
- (i) Individuals whom the Council considers are distinguished in the affairs of state, national government, local government, education, commerce, industry or the professions; and
 - (ii) Individuals whom the Council considers have rendered significant and exceptional service to the Chamber; and
 - (iii) Individuals whom the Council considers could render significant and exceptional contributions to the Chamber.
- (b) Any such nomination by the Council shall be put to the Members at the next General Meeting following such nomination by way of proposed resolution for the admission of such nominated person as an Honorary Member.
- (c) The decision of the Members to admit any such nominated person as an Honorary Member shall be by way of a Ordinary Resolution
- (d) An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign the application form prescribed in Article 11 or to pay any subscriptions, nor shall he be deemed to be a Member liable to contribute under Clause 5 of the Memorandum of Association of the Chamber or otherwise.

GENERAL MEETINGS OF MEMBERS

22. 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 consecutive Annual General Meetings.
23. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
24. The Board may convene Extraordinary General Meetings and, on the requisition of Members pursuant to the provisions of The Act, shall forthwith proceed to convene an Extraordinary General Meeting within 21 days as required by The Act for a date not later than twenty eight days following the date of the notice convening the meeting, or in default the Extraordinary General Meeting may be convened by those Members who have signed the requisition as provided by The Act.
25. Except as provided in this Article General Meetings called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice.

26. 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.
27. All business shall be deemed special that is transacted at a General Meeting, with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, the election and re-election of the Officers, Councillors Non-Executive Directors and others and the appointment of and the fixing of the remuneration of the auditors.
28. No business shall be transacted at any General Meeting unless a quorum is present. Fifty persons or the number of persons equivalent to 5% of the Membership (whichever is the lesser) 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 or a duly authorised representative of a corporation or other organisation present in person shall be a quorum. The Board and Chamber shall be entitled, in the absence of any evidence provided at the meeting, to assume that any person attending a meeting on behalf of a Member that is a corporation or other organisation, claiming to be its authorised representative and providing such evidence in support of such claim as may be required by the Board, is such authorised representative, and may therefore accept votes or other, the acts omissions or statements of that person as the votes, acts or omissions or statements of the corporation or other organisation in question.
29. 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 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 by proxy or by duly authorised representative shall be a quorum.
30. The President or in his absence the Senior Vice-President or in his absence the Junior Vice-President or in his absence the Immediate Past-President or in his absence some other Board Member nominated by the Board shall preside as chairperson of the meeting, but if neither the President nor any such other person be present within fifteen minutes after the time appointed for holding the General Meeting and willing to act, the Board Members present shall elect one of their number to be chairperson and if there is only one Board Member present and willing to act he shall be chairperson.
31. If no Board Member is willing to act as chairperson, or if no Board Member is present within fifteen minutes of the time appointed for holding the General Meeting, the Members present in person or by proxy shall choose one of their number to be chairperson.
32. Members shall be entitled to one vote each at General Meetings in accordance with the subsequent provisions of these Articles.
33. The chairperson may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the General 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.

34. 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 chairperson; or
 - (b) by at least five Members having the right to vote at the meeting

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

35. Unless a poll is duly demanded a declaration by the chairperson 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.
36. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson 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.
37. A poll shall be taken as the chairperson 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.
38. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he may have.
39. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson 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.
40. 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.
41. On a show of hands every Member present in person or by proxy shall have one vote and on a poll every Member shall have one vote. In the case of persons Connected with a Member, only one such person present in person or by proxy shall be entitled to vote for the Member with which he is connected.

42. No Member shall be entitled to vote at any General Meeting, either in person or otherwise if at the time of such vote being exercisable a subscription due from the Member to the Chamber has been outstanding for a period in excess of one calendar month after the due date
43. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to be tendered, and every vote not disallowed at the General Meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
44. On a poll, votes may be given either personally or by proxy or by a duly authorised representative or by a person Connected with a Member.
45. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Council 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 chairperson whose decision shall be final and binding.
46. Board Members and Councillors shall be entitled to attend and speak at any General Meeting notwithstanding that they are not Members or persons Connected with a Member or proxies or duly authorised representatives of a Member. Any speech or representation by such Board Member or Councillor which does not promote or explain the decisions or policies of the Board or Council must be preceded at any such meeting by an explanation to the Members that it is one which represents the personal views of the individual or other Members or third parties or is otherwise expressed as one which does not represent the views of the Chamber, its Board or Council or Committees. Any failure to provide such an explanation or an explanation which is satisfactory to the chairperson of the meeting shall entitle the chairperson at his discretion to refuse to allow such speech at all or allow it to continue

DIRECTORS

47. Subject to the following Articles, all Board Members shall be appointed as Directors and shall remain in office until the earlier of the occurrence of any event specified in Article 78.
48. No corporation shall be appointed a Director.
49. 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
 - (ii) an employee who is appointed to the office of Executive Director; or
 - (iii) a Non-Executive Director appointed by the Board under Article 85.

COMPOSITION OF THE BOARD

50. The Board shall consist of such number of Executive Directors and Non-Executive Directors as the Board from time to time shall determine provided that the total number of Directors for the time being of the Chamber shall not be less than four in number nor more than twelve in number and the number of Executive Directors for the time being shall not exceed one third of the total number of Directors. The Directors shall comprise the following:
- (a) The Chief Executive
 - (b) The President
 - (c) The Senior Vice President
 - (d) The Junior Vice-President
 - (e) The Immediate Past President
 - (f) The Honorary Solicitor
 - (g) The Honorary Treasurer
 - (h) The Chairperson of Council
 - (i) Co-opted Members

THE CHIEF EXECUTIVE

51. The Chief Executive who:
- (a) shall be appointed by the Board for such period, at such remuneration and upon such terms and conditions 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. The Chief Executive holding office immediately prior to the adoption of these Articles shall be deemed for all purposes to have been appointed pursuant to this Article; and
 - (b) shall not hold any other office within the Chamber other than as an Executive Director of the Chamber; and
 - (c) may not also be Secretary; and
 - (d) in relation to their duties and obligations as a Director of the Chamber, shall 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; and
 - (e) in relation to his duties and obligations as a Councillor, the Chief Executive in conjunction with the other persons mentioned in Article 140 shall be responsible for media relations in connection with representational matters.

THE PRESIDENT

52. The eligibility of a person to be elected as President and the procedure for the nomination and election of the President shall be in accordance with the Bye-laws.
53. The President shall be elected by the Members at the Annual General Meeting.

54. The President shall hold office for one year unless re-elected in accordance with Article 53 above and shall retire at the end of the business of the Annual General Meeting next following his appointment.
55. In case of any vacancy occurring in the office of President during the President's term of office then the vacancy shall be filled by the Senior Vice-President who shall temporarily cease to be Senior Vice-President and shall assume office as acting President until the election of the President at the next Annual General Meeting.

SENIOR VICE-PRESIDENT

56. The eligibility of a person to be elected as Senior Vice-President and the procedure for the nomination and election of the Senior Vice-President shall be in accordance with the Bye-laws.
57. The Senior Vice-President shall be elected by the Members at the Annual General Meeting.
58. The Senior Vice-President shall hold office for one year unless re-elected in accordance with Article 57 above and shall retire at the end of the business of the Annual General Meeting next following his appointment.
59. In the case of any vacancy occurring in the office of Senior Vice-President then the vacancy shall be filled by the Junior Vice-President who shall temporarily cease to be Junior Vice-President and shall assume office as acting Senior Vice-President until the election of the Senior Vice-President at the next Annual General Meeting.

JUNIOR VICE-PRESIDENT

60. The eligibility of a person to be elected as Junior Vice-President and the procedure for the nomination and election of the Junior Vice-President shall be in accordance with the Bye-laws.
61. The Junior Vice-President shall be elected by the Members at the Annual General Meeting.
62. The Junior Vice-President shall hold office for one year unless re-elected in accordance with Article 61 above and shall retire at the end of the business of the Annual General Meeting next following his appointment.
63. In the case of any vacancy occurring in the office of Junior Vice-President then the vacancy shall be filled by the Board appointing a Junior Vice-President from amongst the Elected Councillors or the Board and if more than one individual be nominated a vote shall be taken to determine the matter in such manner as the Board may decide. The individual appointed Junior Vice-President shall hold office until the next Annual General Meeting but shall be eligible for re-election as Junior Vice-President at that Annual General Meeting.

IMMEDIATE PAST-PRESIDENT

64. The retiring President shall automatically assume the office of Immediate Past-President until the Annual General Meeting following the meeting at which he ceased to hold office as President.

HONORARY SOLICITOR

65. The eligibility of a person to be elected as Honorary Solicitor and the procedure for the nomination and election of the Honorary Solicitor shall be in accordance with the Bye-Laws.
66. The Honorary Solicitor shall be elected by the Members at the Annual General Meeting and shall hold office for the term of three years unless previously removed.
67. The Board shall at all times have power to fill a casual vacancy in the office of Honorary Solicitor to serve until the next Annual General Meeting. An Honorary Solicitor so appointed may be removed by the Board.
68. The Board shall determine the Honorary Solicitor's remuneration and conditions of the Honorary Solicitor's appointment as it may think fit.
69. The Honorary Solicitor may be a person who is authorised to act as Secretary.

HONORARY TREASURER

70. The eligibility of a person to be elected as Honorary Treasurer and the procedure for the nomination and election of the Honorary Treasurer shall be in accordance with the Bye-Laws.
71. The Honorary Treasurer shall be elected by the Members at the Annual General Meeting and shall hold office for the term of three years unless previously removed.
72. The Board shall at all times have power to fill a casual vacancy in the office of Honorary Treasurer to serve until the next Annual General Meeting. An Honorary Treasurer so appointed may be removed by the Board.
73. The Board shall determine the Honorary Treasurer's remuneration and conditions of the Honorary Treasurer's appointment as it may think fit.

THE CHAIRPERSON OF COUNCIL

74. The Chairperson of Council who shall be a Director only during such period as he shall hold office under Article 99 as Chairperson of Council and whose role shall be to act as an independent Board Member, approachable by Members and able to enunciate the principles of fairness in facilitating the views of Members.

OTHER NON-EXECUTIVE DIRECTORS

75. Such number of other Non-Executive Directors as shall be appointed by the Board pursuant to Article 85

DECLARATIONS OF INTEREST BY DIRECTORS

76. A Director who to their knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Chamber, or has any other material interest shall declare the nature and extent of their interest to the Board. A Director, having made such a disclosure, shall leave the meeting and shall not take

part in any discussion and shall not be entitled to vote on any resolution in respect of any contract or arrangement in which they are so interested, but may be counted in the quorum present at the meeting at which the decisions or considerations of the Board, whether by way of approval or otherwise regarding such contract or arrangement is to be approved.

77. For the purposes of the preceding Article:

- (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 or 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 in which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

78. Unless the Board shall suspend the operation of this Article in any specific case or cases, the office of a Director shall be vacated if:

- (a) he ceases to be a Director by virtue of any provision of The Act or he becomes prohibited by law from being a Director; or
- (b) (being the Chief Executive) he shall cease to hold office as such (when he shall also vacate office as a Councillor); or
- (c) (being the holder of an office) he shall cease to hold office as such; or
- (d) he resigns his office by notice in writing to the Chamber; or
- (e) he becomes bankrupt or makes any composition 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 (Scotland) Act 1960;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 shall have been absent from:
 - (i) Board Meetings for more than six consecutive months; or
 - (ii) three consecutive Board Meetings

(whichever period is the longer) without permission of the Board and the Board resolves that his office be vacated.

REMUNERATION OF DIRECTORS

79. Without the prior approval of the Members given by way of an Ordinary Resolution at a General Meeting no Non-Executive 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 Executive Directors 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.
80. The Board shall authorise and agree the terms of employment (including any pensions, annuities gratuities and superannuation, death or disability benefits) of any Director who holds or has held any executive office or employment with the Chamber.

ROLE OF THE BOARD

81. Subject to the provisions of The Act, the Constitution and to any directions given by Special Resolution, the business of the Chamber shall be directed 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.
82. A Board Meeting at which a quorum is present may exercise all powers exercisable by the Directors. The Board may convene and hold its own meetings and regulate its own proceedings.
83. 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, including authority for the agent to delegate all or any of his powers.

COMMITTEES OF THE BOARD

84. In connection with the discharge by the Board of its functions the Board may in its discretion from time to time form, maintain or close down Committees, and delegate any of its powers to any Committee as it thinks fit. Any such Committee shall consist of at least one Director and such other persons, whether or not Directors, as the Board may think fit.

PROCEEDINGS OF THE BOARD

85. The Board shall at all times have power to appoint such number of co-opted Members as it shall decide provided that in doing so the authorised maximum number of Directors is not exceeded and any such person shall be an individual who is able and willing to be a Non-Executive Director, who shall not be subject to

election by the Members but may be removed by the Board and whose continuation in office shall be subject to ratification by the Members at each Annual General Meeting following their appointment.

86. The Board shall appoint one of the Non-Executive Directors (other than the Chairperson of Council) to be its chairperson for such term as the Board shall determine not exceeding three years save that the Board may at any time remove that person from that office. The chairperson of the Board shall have a casting vote. Unless they are unwilling to do so, the chairperson shall preside at every meeting of the Board at which they are present. If the chairperson is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Non-Executive Directors present shall appoint one of their number to be chairperson of the meeting.
87. The Directors shall hold a Board Meeting at least four times each year and may convene, adjourn and otherwise regulate the times and places of Board Meetings as they think fit.
88. The quorum for Board Meetings may be fixed by the Board and unless so fixed shall be four Board Members, provided that at least one of those Board Members present shall be the President or the Senior Vice-President or the Junior Vice-President or the Chief Executive and provided further that of those present, the Non-Executive Directors present shall constitute the majority.
89. In the event that the number of Directors shall fall below the minimum to constitute a quorum then the continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but the continuing Directors or Director may act only for the purpose of confirming the filling of vacancies in accordance with the Constitution or of calling a General Meeting.
90. Save as otherwise provided in these Articles, any appointment or election required to be made by the Board under these Articles shall be determined by Ordinary Resolution.
91. A meeting of the Directors, notwithstanding that at the time it is held the Directors participating in the meeting ("the Participating Directors") are not present together in the same place, shall be deemed to constitute a Board Meeting provided that:
 - (a) all of the Participating Directors are, at the time of such meeting, in direct simultaneous oral communication with each other, whether by way of telephone, audio-visual link or other form of telecommunication, and have agreed to hold the meeting in the manner described in this Article 91; and
 - (b) the meeting is in all other respects duly convened and constituted and for these purposes references in these Articles to Board Meetings shall, in so far as they relate to the proceedings or powers of the Directors, be construed accordingly.
92. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a Committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

93. If a question arises at a meeting of the Board or of a Committee of the Board as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and their ruling in relation to any Director other than themselves shall be final and conclusive. In the event that the chairperson is the Director in question the Directors present shall, by Ordinary Resolution of those present and entitled to vote, appoint one of their number to be such chairperson for the purpose of the making of such a ruling.

COUNCIL

94. The Council shall be composed as specified in the Bye-Laws, but unless otherwise stated shall consist of:
- (a) Elected Councillors (in such number being not fewer than eight nor more than sixteen);
 - (b) Co-opted Councillors (being no more than the number that would cause the total number of Elected and Co-Opted Councillors to exceed the number specified in the Bye-Laws from time to time and if not so specified then twenty four);
 - (c) The President, Senior Vice President, Junior Vice President

Upon the prior request of a Board Member (who is not otherwise a Council Member) to attend and/or speak at a Council Meeting, the Chairperson of Council shall not unreasonably withhold or delay such consent provided that the Board Member shall not have the right to vote on any resolution submitted to the relevant Council Meeting.

95. No Councillor (except one who is a Board Member) shall be or be deemed to be a Director or act as a Director of the Chamber, or have any of the responsibilities or obligations of a Director.
96. The Council may, subject to the prior written authority of the Board, propose or pass an Ordinary Resolution to change its name and/or to change the designation 'Councillor' from time to time. Upon any such change of name, the terms 'Council' and 'Councillors' under these Articles shall be construed accordingly.

FUNCTIONS OF COUNCIL

97. As from the date of the adoption of these Articles the functions of the Council shall be:
- (a) to seek to become and be recognised as a leading business forum in the South and South West of England and the leading business forum in the County of Dorset and at its meetings and through the work of the Chamber's Committees and otherwise to collect, represent and promote the interests views and opinions of the Members and of the business community generally, interpreting to the best of its ability the true interests of the Chamber and its Members in representational matters.
 - (b) to nominate individuals for election as Honorary Members of the Chamber.

- (c) to review the effectiveness of the Committees of Council in discharging the function specified in paragraph (a) above.
- (d) to secure the appointment of Councillors or Members of Council Committees onto outside bodies and to engineer mechanisms for the reporting to Council or Council Committees of the activities of those outside bodies and the impact of those matters on Members and to report those matters to the Board.

PROCEEDINGS OF COUNCIL

- 98. The Council shall hold a Council Meeting at least four times a year on reasonable notice.
- 99. The Council will elect a chairperson from amongst the Elected Councillors for a three year period of office or such shorter period as Council shall determine. The Council has power by Ordinary Resolution to remove the Chairperson of Council.
- 100. The Council will elect a Deputy Chairperson of Council from amongst the Elected Councillors for a three year period of office or such shorter period as Council shall determine. The Council has power by Ordinary Resolution to remove the Deputy Chairperson of Council.
- 101. The Chairperson of Council or in his absence the Deputy Chairperson of Council may convene, adjourn and otherwise regulate the times and places of Council Meetings as they think fit.
- 102. The Chairperson of Council or in his absence the Deputy Chairperson of Council shall preside as chairperson at Council Meetings but, if neither of them is able or willing to act, the Elected Councillors present shall elect one of their number to chair Council.
- 103. The Council may not proceed to business unless a quorum is present. The quorum for a Council Meeting may be fixed by the Council and unless so fixed shall be at least 40% of the Councillors for the time being entitled to attend and vote at the meeting (save for the first Council Meeting following the adoption of these Articles at which the quorum shall be at least ten Councillors), provided that at least one of those Councillors present shall be the President or the Senior Vice-President or the Junior Vice-President.
- 104. Save as otherwise provided in these Articles, any appointment or election required to be made by the Council under these Articles shall be determined by Ordinary Resolution.
- 105. Subject to the provisions of these Articles, questions arising at any meeting of the Council shall be decided by an Ordinary Resolution.
- 106. Consistent with the Constitution the Council may regulate its own proceedings.
- 107. All acts done by the Council in accordance with the Constitution shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Councillor or that any Councillor was disqualified or had vacated

office, shall be as valid as if every such individual had been duly appointed and had continued to be a Councillor.

108. At any meeting of the Council, a Member or a person Connected with a Member who is not a Member of the Council may (with the approval of the Chairperson of Council or in their absence the person acting as chairperson) attend and speak (but may not vote) provided that seven days' written notice of their intention to attend has been given to the Chairperson of Council or in his absence the person acting as chairperson of Council who may in their absolute and uncontrolled discretion waive the proviso that seven days' written notice be given.
109. Such person as shall be designated by the Chief Executive for that purpose shall arrange for the circulation of the agenda and minutes of each meeting to each Councillor. The Chamber will provide administration support for the taking of the minutes. After approval by the Chairperson the Council minutes will be made available to Members on the Chamber website within 5 Working Days.

COMMITTEES OF THE COUNCIL

110. With regard to the discharge by the Council of its functions and particularly to enable the effective communication between the Chamber and the Members and the gathering, consideration and distribution of information from and to the Members and others, the Council may in its discretion from time to time form, maintain or close down Committees, as it thinks fit in connection with the discharge of its functions. Any such Committee shall conform to any mandate, regulations or Bye-Law consistent with the Constitution which may be imposed on it or made for it by the Council or the Board and shall report to the Council and be responsible to the Council for its activities and the Membership of any such Committee shall be decided upon by the Council. In addition it shall be the responsibility of Council to promote the involvement of its Members and others in the activities of other organisations whose activities are relevant to the interests of the Chamber and its Members and to report to the Council their experiences and details of the activities undertaken by those organisations.

ELECTED COUNCILLORS

111. The eligibility of a Member to be elected as an Elected Councillor and the procedure for the nomination and election of an Elected Councillor shall be in accordance with the Bye-Laws.
112. At each Annual General Meeting the Members shall consider and vote upon the election or re-election of Elected Councillors.
113. An Elected Councillor shall hold office for three years following his election.
114. The Council may appoint such Members to fill a casual vacancy amongst the Elected Councillors to serve until the Annual General Meeting next following his appointment.

RETIREMENT OF ELECTED COUNCILLORS

115. At each Annual General Meeting those Elected Councillors whose term of office has ended by virtue of article 113 shall retire from office as Elected Councillors, but each shall be eligible for re-election.

CO-OPTED COUNCILLORS

116. The Council may in its discretion co-opt such number of Co-opted Councillors as the Council may from time to time determine whether or not such individuals are Members or persons Connected with a Member and whether or not nominated by some other organisation. The Council may without reason at any time remove any Co-opted Councillor by Ordinary Resolution.
117. Co-opted Councillors shall be entitled to receive notice of, attend and be counted in the quorum of all Council Meetings and General Meetings to speak but not vote (save for Co-opted Councillors who are also Members who shall be entitled to vote at General Meetings).
118. At each Annual General Meeting the Co-opted Councillors shall retire from office, but each shall be eligible for re-appointment provided that no Co-opted Councillor shall serve as a Co-opted Councillor for a term of more than five consecutive years.

DISQUALIFICATION AND REMOVAL OF COUNCILLORS

119. Unless the Board shall suspend the operation of this Article in any specific case or cases an individual holding office as a Councillor shall cease to do so if:
- (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) 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 1960; 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
 - (c) he resigns his office by notice to the Chamber; or
 - (d) he shall have been absent from:
 - (i) Council meetings for more than six consecutive months or;
 - (ii) three consecutive Council meetingswithout permission of the Council and the Council resolves that his office be vacated; or
 - (e) in the case of an Elected Councillor he ceases to be a Member.
 - (f) being an Elected Councillor he shall be removed from such office by Ordinary Resolution of the Board passed at a meeting of the Board

convened on at least twenty-one calendar days' notice and confirmed by a subsequent Ordinary Resolution of the Council provided that the person concerned shall be given at least fourteen calendar 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 at which it is to consider the resolution and at any adjournment thereof.

- (g) Once a Councillor has ceased for whatsoever reason to be a Councillor he shall not be permitted to become a Councillor again for a period of five years from the date of such cessation or such shorter period as may be approved by the Board on a case by case basis.

BYE-LAWS

- 120. The Board has power to make, alter or revoke Bye-laws which are not inconsistent with the Memorandum of Association and these Articles and which do not materially reduce the functions of the Council.
- 121. Without prejudice to the generality of the foregoing Bye-laws may be made, altered or revoked in connection with:
 - (a) Membership and categories of Membership
 - (b) Subscriptions
 - (c) Proceedings of the Council, Council Committees and the proper exercise of their powers and functions
 - (d) Proceedings of the Board, Board Committees and the proper exercise of their powers and functions
 - (e) The functions of the Scrutiny Committee and the proper exercise of its powers
 - (f) General Meetings and the methods of voting generally and in particular with regard to the designation, appointment and rotation of Directors
 - (g) Transitional provisions arising out of constitutional changes effected by the adoption of these Articles
 - (h) Transitional provisions following the acquisition of or merger with or amalgamation with any Chamber of Commerce or similar organisation pursuant to the powers contained in sub-clause (f) of Clause 3 of the Memorandum of Association, to provide representation on any Relevant Board, Council and Committees
 - (i) Transitional provisions following any de-merger or disassociation pursuant to the powers contained in sub-clause (f) of Clause 3 of the Memorandum of Association
 - (j) Transitional provisions made necessary or desirable by reason of any reorganisation of local or central government.

SECRETARY

122. Subject to the provisions of the Acts, the Secretary may 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 all returns required by The Act are duly made, that the Chamber's own registers and records are properly maintained, and (save in so far as the responsibility falls on some other employee of the Chamber) that practical effect is given to decisions of the Board.

NOMINEES

123. The Board may from time to time put forward the names of persons able and willing to act as officers or Members of any other company, corporation or body and may hear and discuss the reports of any such nominee. The Board shall not give directions or instructions to any such nominee but shall make known to such nominee the views of the Chamber and the Board on any matter concerning the Chamber. The Chamber shall not indemnify any such nominee against any liability for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of such other company, corporation or body, nor shall the Chamber indemnify such nominee in respect of any civil or criminal liability incurred by him in relation to the affairs of any such company, corporation or body.
124. The Chief Executive shall advise any such nominee of the provisions of the preceding Article, and of the desirability of their effecting or causing to be effected by such company, corporation or body such insurance as they may think fit.

MINUTES

125. The Board shall cause minutes to be made in books kept for that purpose of all proceedings of the Chamber, the Council, the Board, and the Committees including the names of Members, Councillors, Board Members and Committee Members present at each such meeting.
126. All minutes shall be open to inspection by any Director. Minutes of Council Meetings, General Meetings and minutes of the meetings of the Council Committees shall also be open to inspection by Members.

THE SEAL

127. The Board shall provide for the safe custody of the Seal. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Board may determine who shall sign any export related document to which the Seal is affixed by way of authentication in the ordinary course of routine business. The Chamber shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 44 of The Act. Export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business shall be recorded in a separate part of that register.

ACCOUNTS

128. The accounting records and any other book or document shall be open to the inspection of any Director or (if required to discharge his function as Secretary) the Secretary. 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 or by any Ordinary Resolution of the Members in a General Meeting.

AUDITORS

129. The Chamber may and if required by law shall appoint auditors whose duties shall be regulated in accordance with The Act. The auditors (if appointed) shall have the right at their discretion to attend any meeting of the Board.

NOTICES AND ELECTRONIC COMMUNICATIONS

130. Any notice to be given pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing but may be given by any visible form on paper including facsimile or electronic mail, and a notice to a Director of a meeting communicated by any such form of immediate transmission shall be deemed to be given at the time it is transmitted to the Director to whom it is addressed. Having regard to the advances in technology and the utilisation of such technologies in the faster and more reliable means of communication, the Board shall, with a view to economies and efficiencies and wherever the law permits, endeavour to use electronic means of communication for all business of the Chamber.
131. The Chamber may, for the time being, give any notice to a Member, an Honorary Member, or any Member of the Council, or the auditors either personally 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 by that Member, Honorary Member, Member of the Council or the auditors, for the giving of notices.
132. A Member present, either in person or by proxy or by a person Connected with a Member, at any General Meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
133. Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. If sent by first class post a notice shall be deemed to be given at 9 a.m. on the second Working Day after the envelope containing it was posted.
134. Any document or notice which, in accordance with these Articles, may be sent by the Chamber by electronic communication shall, if so sent, be deemed to be received at the expiration of 24 hours after the time it was sent. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators) that an electronic communication was sent by the Chamber shall be conclusive evidence of such sending.
135. Where under these Articles a document requires to be signed by a Member or other person then, if in the form of an electronic communication, to be valid it must incorporate the electronic signature or personal identification details (which may be details previously allocated by the Chamber) of that Member or other person, in such form as the Directors may approve, or be accompanied by such other evidence as

the Directors may require to satisfy themselves that the document is genuine. The Chamber may designate mechanisms for validating any such document, and any such document not so validated by use of such mechanisms shall be deemed not to have been received by the Chamber.

136. Any Member may notify the Chamber of an address for the purpose of his receiving electronic communications from the Chamber, and having done so shall be deemed to have agreed to receive notices and other documents from the Chamber by electronic communication of the kind to which the address relates. In addition, if a Member notifies the Chamber of his e-mail address, the Chamber may satisfy its obligation to send him any notice or other document by:
- (a) publishing such notice or document on a web site; and
 - (b) notifying him by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where it may be accessed, how it may be accessed and (if it is a notice relating to a General Meeting) stating (i) that the notice concerns a notice of a Chamber meeting served in accordance with the law, (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an Annual General Meeting or Extraordinary General Meeting and (iv) such other information as the law may prescribe.
137. An electronic communication shall not be treated as received by the Chamber if it is rejected by computer virus protection or other arrangements.

INDEMNITIES

138. (a) Subject to paragraph (b) a relevant director shall be indemnified out of the assets of the Chamber against:
- (i) any liability incurred by that director in connection with any negligence default breach of duty or breach of trust in relation to the Chamber or any associated or subsidiary company.
 - (ii) any liability incurred by that director in connection with the activities of the Chamber or any associated or subsidiary company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of The Act)
 - (iii) any other liability incurred by that director as an officer of the Chamber or any associated or subsidiary company.
- (b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of The Act or by any other provision of law
- (c) In this article:
- (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (ii) a “relevant director” means any director or former director of the Chamber or an associated company

139. (a) The Directors may decide to purchase and maintain insurance, at the expense of the Chamber for the benefit of any relevant director in respect of any relevant loss.
- (b) In this article:
- (i) a “relevant director” means any director or former director of the Chamber or an associated company.
 - (ii) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Chamber, any associated company or any pension fund of the Chamber or associated company, and
 - (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;

PRESS RELEASES AND STATEMENTS

140. Subject to Article 141 the President, the Executive Directors, the Chairperson of Council and senior employees designated by the Chief Executive are the only representatives of the Chamber authorised to approve or issue press releases and/or make statements and generally respond to media contact.
141. All press releases issued in the name of the Chamber must be authorised by the Chief Executive or in his absence by either the President or the Chairperson of Council for release.
142. Notification of press releases will also be made available to Members on the Chamber website for such period and in such form as the Board may from time to time determine.
143. If for any reason a press release is refused or modified substantially by any of the authorised officers then they must report the reason for the refusal or modification to the relevant Member, Committee or group of Members who prepared such press release.

WINDING-UP

144. The Chamber shall be wound up voluntarily whenever a Special Resolution is passed that the Chamber be wound up. Clause 7 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.