Staffordshire Chambers of Commerce.

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Staffordshire Chambers of Commerce and Industry Ltd.

Company No: 00465975

(~~Adopted by Special Resolution dated 30 November 2022~~ Proposed for adoption by Special Resolution at the Annual General Meeting on 25 November 2026)

Version ~~4~~ 5 - November ~~2022~~ 2026

Staffordshire Chambers of Commerce.

	Page No
Interpretation	4
Objects and Powers	4
Limitation of Private Benefits	7
Limitation of Liability	7
Members	7
Organisation of General Meetings	11
Notice of General Meetings	11
Proceedings at General Meetings	13
Voting at General Meetings	14
Council	16
Officers	20
Existing Officers	21
~~Forums and Sections~~	~~19~~
Directors	21
Disqualification and Removal of Directors	25
Declaration of Interest	25
Powers of Directors	26
Proceedings of the Board	27
Chief Executive Officer and Other Staff	29
Local Area Advisory Boards	30
By-Laws	31
Arbitration	31
Minutes	32
~~The Seal~~	~~31~~
Accounts	32

Auditors 33

Indemnity 33

Winding Up 34

Alteration of Articles 34

Schedule – Interpretation of Defined Terms 35

Staffordshire Chambers of Commerce.

1.0 INTERPRETATION

Defined Terms

1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles;

1.2 any gender includes any other gender;

1.3 the singular includes the plural and vice versa;

1.4 references to persons include bodies, corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);

1.5 the headings in these Articles are for convenience only and they do not affect their meaning.

2.0 OBJECTS AND POWERS

Objects

2.1. The objects ("the principal objects") for which the Chamber is established are;

2.1.1 the promotion of commerce, industry, trade services, business support and education creating opportunities;

2.1.2 to participate in the local business community and influence local issues affecting our Members;

2.1.3 provide information and advice to our Members to support business and entrepreneurial growth;

2.1.4 encourage Membership of the Chamber and promote the activities of our Members where appropriate.

2.1.5 to maintain financial and political independence;

Powers

2.2 To further its objects the Chamber may;

2.2.1 operate as an accredited Member of the British Chambers of Commerce (BCC);

2.2.2 provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):

2.2.2.1 collect, analyse and/or disseminate information (including statistics and other economic and business information on all subjects of interest to Members)

2.2.2.2 provide training courses, training needs analysis, management export and training consultancy

2.2.2.3 promote, organise, facilitate and participate in international trade, including the provision of export documentation

2.2.2.4 encourage establish and support employment initiatives and to encourage and support businesses to start and grow

2.2.2.5 undertake such activities as may from time to time be required by the BCC for accreditation purposes and any other activities as the board sees fit;

2.2.3 represent our Members, locally, nationally and globally to promote and protect the collective interests, views and opinions of the Members, and stimulate interest in and promote, support or oppose any legislations or policies (whether local, municipal, regional, national or international) affecting the interests of commerce, industry, transport, digital technology, trade services, business support and education;

2.2.4 promote high standards of business and the recognition and use of national and international standards and be aware of environmental and social impacts of its activities and those of its Members;

2.2.5 provide clear means of securing business involvement, corporately and individually, in the local community or communities, to develop business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the Staffordshire area that will achieve the greatest prosperity for the Staffordshire area and its people and to stimulate public awareness of business interest;

2.2.6 undertake and arrange for the settlement of Member disputes by arbitration and conciliation and alternative procedures or otherwise;

2.2.7 without limiting any powers which apart from this sub-paragraph would be implied, to issue documents and give guarantees and undertakings in relation to the import and export of goods into and out of the United Kingdom and other countries for any temporary purpose, in accordance with an International Conventions which may from time to time be ratified by the Government of the United Kingdom;

2.2.8 seek to attain all or any of the principal objects by united action with other Chambers of Commerce and Industry and BCC or other bodies in those cases where it appears that united action may ease the accomplishment of a particular object.

~~2.2.9 align strategies and operations with universal principles on human rights, labour, environment and anti-corruption and take actions that advance societal goals in line with the United Nations Sustainable Development Goals.~~

2.3 In furtherance of these aims and objects, but not otherwise, the Chambers shall also have the powers to:

2.3.1 purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;

2.3.2 construct, maintain and alter any houses, buildings or installations;

2.3.3 sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber;

2.3.4 accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;

2.3.5 take such steps by personal or written appeals, public meetings or otherwise as may seem expedients for the purpose of procuring contributions to the funds of the Chamber;

2.3.6 print and publish and sell any newspapers, periodicals, books, leaflets, computer programmes, electronic data, web applications, mobile applications and other works and publications and to produce and market films and other audio or visual aids;

2.3.7 borrow and raise money and secure its repayment in any manner;

2.3.8 invest the funds of the Chamber in or upon such investments, securities, property, commercial enterprises or ~~property~~ charitable activities as may be thought fit;

2.3.9 undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;

2.3.10 establish, support and aid in the establishment and support of, any other association formed to promote all or any of the principal objects;

2.3.11 amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chamber;

2.3.12 purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chamber is authorised to amalgamate;

2.3.13 transfer all or any part of the property, assets, liabilities and engagements of the Chamber to anybody with which the Chamber is authorised to amalgamate;

2.3.14 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects;

2.3.15 alter or amend any of the above powers and/or objects of the Chamber as and when the Chamber deems ~~necessary.~~ necessary in accordance with the provisions of Article 27.

3.0 LIMITATION OF PRIVATE BENEFITS

3.1 The income and property of the Chamber, from wherever derived, shall be applied solely towards the promotion of its objects.

4.0 LIMITATION OF LIABILITY

4.1 The liability of the Members is limited.

4.2 Every Member of the Chamber undertakes to contribute to its assets, in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for payment of the debts and liabilities of the Chamber, contracted before he ceased to be a Member and of the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £2.00.

4.3 If upon the winding up of the Chamber there are any surplus sums after the satisfaction of all debts and liabilities, the surplus shall not be distributed among the Members of the Chamber but shall instead be given or transferred to another body (irrespective of whether it is a member of the Chamber). The body in question must have similar objects to the Chamber, or other objects which are seen as charitable in nature.

5.0 MEMBERS

General

5.1 The number of Members is unlimited.

5.2 The Directors may establish different classes of Membership and decide their privileges, duties and subscriptions.

5.3 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 By-law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.

5.4 Membership of the Chamber is not transferable. The interest and rights of a Member are organisational only and not transferable or transmissible on death or liquidation.

5.5 The Chamber shall keep a register of Members in accordance with the Companies Acts.

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

Application for Membership

5.7 Membership shall be open to:

5.7.1 individuals who are in business on their own account

5.7.2 companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and business support services and education;

5.7.3 Members of professions who have an interest in commerce, industry, trade and business support services and education;

5.7.4 any other companies, individuals, corporations, firms or other organisations whom the Board may in its absolute discretion admit to Membership.

5.8 All applications for Membership shall be made in writing or completed via the Chamber website in digital form in such form (containing an undertaking to be bound by the Constitution of the Chamber and such information about the applicant and its business and, if a corporate body, its Directors and/or other officers and ownership) as the Board may in its absolute discretion from time to time prescribe.

5.9 The Board will operate fair and legal procedures for dealing with the approval of applications and may refuse any application without giving reason. Delivery of the application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different categories of Member.

Categories of Membership

5.10 The Board may establish such classes of associate and affiliate Membership with such description and wish such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate or affiliate Members in accordance with such regulations as the Board shall make, provided that no such associate or affiliate Members shall be Members of the Chamber for the purposes of the Articles or the Companies Acts.

Honorary Membership

5.11 The Chamber Board may admit to Honorary Membership of the Chamber to persons or organisations either within Staffordshire or outside of the Staffordshire area for such period as it may determine providing that they are;

5.11.1 individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, industry, trade and business support services and education;

5.11.2 individuals whom the Board considers have rendered special service to the Chamber or to the Chamber Network.

5.12 An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak ~~and vote.~~ thereat. An Honorary Member shall be required to sign an application for Membership and to pay any fees or subscriptions if appropriate and said fees have been set by the Board and shall be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber. An Honorary Member shall not be eligible for election or appointment to the Board (see "Interpretation - Defined Terms at the end of these Articles).

Resignation and Removal of Members

5.13 A Member may at any time resign from the Chamber by giving notice in writing 7 days before their subscription shall next be due. If no such notice is received and unless the Board resolves otherwise the Member may be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.

5.14 A Member shall not be entitled to a refund of any monies paid to the Chamber upon ceasing to be a Member for any reason whatsoever.

5.15 Unless the Board shall resolve otherwise, a person shall automatically cease to be a Member if;

5.15.1 being an individual, they die, become bankrupt, make an arrangement or composition with their creditors or is convicted of an indictable offence;

5.15.2 being an individual, an order is made in relation to their personal welfare or property and affairs under legislation relating to mental health or mental capacity; or

5.15.3 in the case of a corporate Member, a resolution is passed or an order is made for its winding up or it is placed in liquidation or it ceases to exist.

5.15.4 any fee including but not limited to the annual subscription fees remain unpaid for a period of 1 month from the payment due date;

5.15.5 the Member breaches either the Articles of Association listed in this document or the Terms and Conditions of their Membership.

5.16 The Board may at any time by Majority Resolution expel any Member for such reason as they think fit (including without limitation non-payment of amounts other than subscriptions which may be due from them to the Chamber, breach of the Articles or any By-laws of the Chamber and conduct which in the opinion of a majority of the Board makes them no longer acceptable as a Member of the Chamber at any time provided that:

5.16.1 not less than fourteen days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and

5.16.2 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.

5.17 Any Member so expelled shall lose all privileges of Membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to Membership any Member so expelled at such time and on such terms as it may determine.

6.0 ORGANISATION OF GENERAL MEETINGS OF MEMBERS

Eligibility of Who Can Attend

6.1 Each year the Chamber must hold a General Meeting as its Annual General Meeting. The notice calling the meeting must say that the meeting is the Annual General Meeting.

6.2 There must not be a gap of more than 15 months between the date of one Annual General Meeting and the next.

6.3 Subject as above, Directors will decide when and where to hold the Annual General Meeting.

Other General Meetings

6.4 The Directors can decide to call a General Meeting (other than an Annual General Meeting) at any time. Such General Meetings will also be called in response to a requisition by ~~no less than 10~~ Members ~~under~~ holding at least 5% of the ~~Companies Act 2006.~~ total voting rights at a General Meeting. If the Directors do not comply with any such requisition, the people making it can call the meeting themselves ~~under the~~ pursuant to s305 Companies Act 2006.

6.5 If there are not within the United Kingdom sufficient number of Directors to call a General Meeting, any Director of the Chamber may call it.

7.0 NOTICE OF GENERAL MEETINGS

Normal Notice

7.1 At least 21 days' clear notice in writing must be given for every Annual General Meeting and for any other meeting where it is proposed to pass a special resolution. The day when the notice is served or is treated as served and the day of the meeting do not count in the period of notice. The Annual General Meeting may be held in person, online or a hybrid of the two, recommended by the Company Secretary and approved by the Board.

For every other General Meeting, at least 14 clear days' notice in writing must be given. Any notice must say:

7.1.1 where and by what method the meeting is to be held;

7.1.2 the date and time of the meeting; and

7.1.3 the nature of any special business for the meeting.

Shorter Notice

7.2 A General Meeting may be called by shorter notice in exceptional circumstances with approval of the ~~Board and objections not raised by~~ Board, provided that no more than 10 ~~Members eligible~~ members object to ~~vote.~~ the shorter notice.

~~7.2.2 In cases where there are less than 10 Members objections not raised by more than the quorate number applies.~~

7.2.1 Notice of a General Meeting must be given not less than 7 days in all circumstances.

To Whom Notices Should be Given

7.3 Notice of General Meetings shall be given to all Members, the Directors, the Council Members, the auditors and any Honorary Members either:

7.3.1 by delivering by hand to the last known address. If a notice is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member, Honorary Member, Council Member or auditors.

7.3.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address. If a notice is sent by post or other delivery service, it shall be deemed given at the expiration of 48 hours.

7.3.3 by electronic communication to an address notified to the Chamber. If a notice is sent by electronic communication, it is treated as being delivered at the time it was sent; or

7.3.4 by a website the address of which shall be notified to the Member, Honorary Member, Council Member or auditor in writing. If a notice is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

Contents of Notice

7.4 Every notice calling a General Meeting must specify:

7.4.1 the method of the meeting (in person, online or a hybrid of the two). Where the meeting is in person, the venue should be stated. Where the meeting is online the platform name should be stated.

7.4.2 the date and time of the meeting.

7.4.3 the general nature of the business to be transacted

7.5 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

7.6 In every notice calling a meeting of the Chamber there must appear with reasonable prominence a statement informing the Member of their or their rights to appoint another person as their or its proxy at a meeting of the Chamber.

7.7 If the Chamber gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

Attendance and Speaking at General Meetings

7.8 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

8.0 PROCEEDINGS AT GENERAL MEETINGS

8.1 All business shall be deemed special that is transacted at an Annual 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 of Members of the Board and the Council and the appointment of and the fixing of the remuneration of the auditors.

Quorum

8.2 Before a meeting starts to do business, there must be a quorum present. No business shall be transacted at any General Meeting unless a quorum is present. Ten persons entitled to vote upon the business being transacted, each being a Member, or a person connected with a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

8.3 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 time and place as the Board may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorised representative shall be a quorum. Where a quorum is not so or ceases to be so present at a meeting convened on the requisition of the Members the meeting shall be dissolved.

Chairing General Meetings

8.4 The President or in their absence the Deputy President or in their absence the Honorary Treasurer or in their absence some other member of the Board 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 meeting and willing to act, the members of the Board present shall elect one of their number to be chairperson and if there is only one member of the Board present and willing to act they shall be chairperson.

8.5 If no member of the Board is willing to act as chairperson, or if no member of the Board is present within fifteen minutes of the time appointed for holding the meeting, the Members present in person or by proxy or duly authorised representative shall choose one of their number to be chairperson.

8.6 The chairperson 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 fourteen days or more, at least seven 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.

9.0 VOTING AT GENERAL MEETINGS

9.1 A resolution put to the vote of 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 Companies Act, a poll may be demanded:

9.1.1 by the chairperson; or

9.1.2 by at least five Members having the right to vote at the meeting;

9.1.3 subject to article 9.1.2, by a person acting as proxy for or duly authorised representative of ~~or a person connected with~~ a Member which shall be the same as a demand by a Member.

~~9.2 No Member shall have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of Membership whether~~

~~conferred by these Articles or otherwise if it is more than three months in arrears with the payment of any of its affiliation.~~

9.2 Members of the Board and of the Council shall be entitled to attend and speak at any General Meeting notwithstanding that they are not Members of the Chamber or persons connected with a Member or proxies or duly authorised representative of a Member.

9.3 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

9.3.1 each Member present in person; and

9.3.2 (subject to Article ~~9.2)~~ 9.4) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

9.3.3 each authorised representative of a Member present;

9.4 Provided that if a person attending the meeting falls within ~~two or~~ more than one of the above categories, they are ~~not~~ entitled to cast ~~more than one vote but~~ such number of votes as shall ~~instead have a maximum~~ represent such number of ~~one vote.~~ categories and such number of persons or entities within such category.

9.5 Proxies may only be validly appointed by notice in writing (a "proxy notice") which:

9.5.1 States the name and address of the Member appointing the proxy;

9.5.2 Identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;

9.5.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine;

9.5.4 is delivered to the Chamber in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Meeting (or adjourned meeting) to which they relate.

9.6 A proxy notice which is not delivered in such manner as is specified in Article 9.5 shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting. An appointment under a proxy notice may be revoked at any time prior to the meeting to which it relates by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

9.7 If a majority is not clear by a show of hands, the chairperson can demand a count by persons nominated at the meeting.

9.8 If the Annual General Meeting is being held online voting will take place by online poll.

9.9 If the Annual General meeting is being held as a hybrid of in person and online a show of hands will be used for voting for those attending person and at the same time an online poll will be used for those attending online.

9.10 In order to pass a Special Resolution proposed during the Annual General Meeting (or any other relevant meeting), the requirement for 75% of members to vote in favour will be interpreted as meaning members representing 75% of the total voting rights of the members who (being entitled to do so) vote in person, by proxy or in advance (in accordance with s322A) on the resolution.

10.0 COUNCIL

10.1 The functions and powers of the Council shall be: -

10.1.1 to approve and ratify not more than 8 Non-Executive Directors of the Chambers' Board in accordance with the provisions of Articles

10.1.2 to propose subjects for consideration by the Board and to request the Board to reconsider proposals or decisions of the Board

10.1.3 to give consideration to and discuss matters which the Board has submitted to the Council;

10.1.4 to identify and advise on major issues affecting the Staffordshire area:

10.1.5 to collect represent and promote the interests views and opinions of the Members and of the business community generally through committees or other groups interpreting to the best of its ability the true interests of the Chamber and its Members.

10.2 The Council shall be composed of: -

10.2.1 elected Members - such number (each of whom shall be an individual who is a Member or a person connected with a Member) being not fewer than ~~24~~ 12 nor more than 36 as the Chamber may in General Meeting elect or as the Council may elect from time to time as additional elected Members of the Council until the number of elected Members reaches the maximum number of 36 (any such additional Members to retire in accordance with the Articles in the order determined by the Council). Up to 4 elected places on the Council shall be reserved for representatives from divisional Chambers (Stafford and Staffordshire Moorlands).

10.2.2 such individuals (each of whom shall be an individual who is a Member, or a person connected with a Member) as maybe co-opted by the Council to fill a casual vacancy among the elected Councillors to serve until the elected Councillor whose place he has filled would have retired.

10.2.3 Ex-Officio Members – each Past President of the Staffordshire Chambers for a period of 6 years after ceasing to be President; and the current chairperson of all Forums and Sections of the Chamber.

10.2.4 Honorary Members of Council – not more than 8 Members appointed by the Council to represent such trade, professional and other organisations as the Council may from time to time determine.

10.2.5 Honorary Officers of the Chamber including the President, Deputy President, Local Area Advisory Board Presidents, and Treasurer.

10.3 No Councillor (except those who are also Directors in accordance with these Articles) shall be or be deemed to be or act as a ~~Director or shadow Director of the Chamber.~~ Director.

10.4 Councillors will take office immediately after the Annual General Meeting. Any Councillor retiring at the end of their term will leave the Council at the Annual General Meeting.

10.5 Each Council member shall be elected by the Members for a term of 3 years and will then be subject to re-election for a maximum of two further terms of 3 years (maximum of 9 years). Upon retirement Council members shall not then be eligible for re-election for the further period of 3 years

10.6 ~~Eight~~ Not more than eight weeks ~~at least~~ or less than six weeks prior to the Annual General Meeting there shall be sent to every Member of the Chamber a list of the elected members of the Council, which shall indicate those who are to retire that year and are eligible for re-election.

10.7 Candidates for election other than retiring Members seeking re-election must be nominated on the official nomination document kept at the registered office of the Chamber, on or before a date to be notified to Members not being less than ~~twenty-one days~~ two weeks from the date of circulation of the list of retiring Members.

10.8 Any individual Member or person connected with a Member who is nominated by the Member with which he is connected may be elected, but no person (except retiring members of the Council who are eligible and willing to be re-elected), shall be submitted for election as a member of the Council unless he shall have agreed

in writing to offer themselves for election and shall have been nominated by one Member of the Chamber.

10.9 Except in the case of an individual Member, there shall be entered on the nomination paper, in addition to the name of the candidate, their position in the company or firm of which they are the representative.

10.10 If the number of candidates nominated for election does not exceed the number of vacancies to be filled, such candidates shall be elected at the Annual General Meeting.

10.11 If the number of candidates nominated shall exceed the number of vacancies to be filled, the Company Secretary shall, at least ~~twenty-one days~~ two weeks before the day appointed date for the Annual General Meeting, issue voting papers to the Members of the Chamber, which shall be returned to the Secretary not less than seven days before the meeting and if not so returned the voting paper will be invalid. Voting papers shall contain the same particulars as are required to be specified in the nomination papers. Each Member may vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any candidate.

10.12 The Board ~~shall,~~ may at its discretion and, with the assistance of the Company Secretary appoint a Scrutiny Committee to examine the voting papers prior to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared duly elected. In the case of equality of votes, the chairperson of the Scrutiny Committee shall have a casting vote. The Scrutiny Committee shall be made up of, where ~~possible, at least~~ possible four but no less than two members from the list below:

10.12.1 The President of Staffordshire Chambers of Commerce

The Deputy President of Staffordshire Chambers of Commerce

The Presidents of the Local Area Advisory Boards

No less than one member of the Audit & Governance Committee who is not an officer

10.12.2 If the Chambers' President is not in attendance, the Scrutiny Committee shall nominate a member from the list above to act as chairperson.

10.12.3 The Chief Executive and/or the Company Secretary should form part of the Scrutiny Committee.

10.13 If the Chamber, at the meeting at which an elected Councillor ~~retires by rotation does~~ notifies the board that their fixed term has expired and the vacancy is not ~~fill~~

filled during the ~~vacancy,~~ meeting, the retiring Councillor shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a motion for the re-election of the Councillor is put to the meeting and lost. If an elected Councillor is not re-appointed, they shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

10.14 No person other than an elected Councillor retiring by rotation shall be appointed or re-appointed an elected Councillor at any General Meeting unless:

10.14.1 they are recommended by the Board; or

10.14.2 not less than fourteen nor more that thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Chamber of the intention to propose that person for appointment or reappointment, stating the name and business addresses of that person and particulars of any Member with whom that person is connected together with notice executed by that person of his willingness to be appointed or reappointed.

10.15 An individual holding office as a Councillor shall cease to do so if: -

10.15.1 they become bankrupt or make any arrangement or composition with their creditors generally, or

10.15.2 a registered medical practitioner who is treating that person gives a written opinion to the Chambers stating that their person has become physically or mentally incapable of acting in the capacity of a Director of a company and may remain so for more than 3 months; or

10.15.3 they resign their office by notice to the Chambers, or

10.15.4 they are absent for more than three consecutive meetings;

10.15.4.1 submitting apologies does not count as having permission for any absence from the Council meeting.

10.15.4.2 if a Council member has been absent without permission of ~~or notification to Council for three consecutive meetings of~~ the ~~Council the Council may resolve that their office be vacated.~~ Council.

10.16 A Council Annual Meeting shall be held as soon as practicable after each Annual General Meeting of the Members.

10.17 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. All meetings of the Council shall be convened by the Company Secretary. The President, the Deputy President or any five members of the Council may at any time require the Company Secretary to convene a meeting of the Council. Meetings shall be convened by not less than seven days' notice, unless the President may otherwise determine in order to deal with urgent matters in which case three days' notice shall be given. The Council shall meet at least once every three months unless the Council otherwise so decides. At all meetings of the Council each Member shall have one vote. In the case of equality of votes, the chairperson shall have a second or casting vote.

10.18 The quorum for meeting of the Council shall be 12.

10.19 The Secretary will ensure that at least 7 days prior to any Council meetings, Council members are sent a report from the Board on the Chamber activities.

11.0 OFFICERS

11.1 The Honorary Officers of the Chamber shall be the President, the Deputy President, the Treasurer, and the President(s) of the Local Area Advisory Boards who shall be elected at their individual Annual General Meetings.

11.2 The President, or failing them, the Deputy President or failing them, the Honorary Treasurer shall preside at all meetings of the Council. If none of them are present within fifteen minutes after the time appointed for the meeting, the members of the Council present shall choose one of their number to be chairperson of the meeting.

11.3 The President will normally be expected to occupy that office for two years.

11.4 The Deputy President will normally be expected to:

11.4.1 serve one year in the role of President Elect (but nevertheless styled Deputy President);

11.4.2 then serve two years as President; and

11.4.3 then serve one year in the role of immediate Past President (but nevertheless styled Deputy President).

11.5 The Treasurer shall serve for a period of up to four ~~years and can hold office during this period for one year as Deputy President.~~ years.

11.6 In case of any vacancy occurring in the office of President then the vacancy shall be filled by the Deputy President who shall cease to be Deputy President and shall hold office as President for the remainder of the period the person they have

succeeded would have continued in office and for the ~~ensuing year.~~ following two years thereafter.

11.7 In the case of any vacancy occurring in the office of Deputy President then the vacancy shall be filled by the Council. If the vacancy has occurred by reason of the Deputy President taking over the office of President, the individual appointed Deputy President shall hold office as Deputy President for the remainder of the period the person they have succeeded would have continued in office and for such further period as their predecessor holds office as President. If the vacancy has occurred for any other reason the individual appointed Deputy President shall hold office as such for the remainder of the period, the person they have succeeded would have continued in office.

12.0 EXISTING OFFICERS

12.1 Any individual who is a Council member or Officer of the Chamber at the date of adoption of these Articles shall hold that position or office until the Board has reviewed an individual's length of service and ~~experience.~~ experience against the provisions of these Articles and ratified the decisions at the next full meeting of the Board.

~~**13.0 FORUMS AND SECTIONS**~~

~~13.1 The Board may appoint (and at their discretion disband) Forums consisting of Members of the Chamber, as they think fit, for the purposes of advising, considering and reporting to the Chambers' Council on any subjects referred to them for consideration. Any Forum so appointed shall conform to any By-laws or regulations that may be prescribed by the Board. None of the powers, authorities or discretions of the Council shall be delegated to any such Forum.~~

~~13.2 Each Forum has a Chair and a Deputy Chair. The Forum Chair is appointed by the Chambers' CEO. The term in office is 2 years and this will be deemed a rolling term in office until the Chair wishes to resign. Patrons and Profile Plus Members should be approached in the first instance for potential Chair.~~

~~13.3 If a Forum Chair wishes to join the Chambers' Board, they must first join the Chambers' Council in accordance with Article 10.0.~~

~~13.4 The Board may, at its discretion, upon the application of members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular trade or other activity, authorise the formation of a Section.~~

~~13.5 The Board of its own volition and without any application may form a Section.~~

~~13.6 The Board may recognise as a Section an unincorporated association whose objects are within the powers of the Chamber provided that all its Members are Members.~~

~~13.7 The Board shall have powers to dissolve any Section of the Chamber if they consider the Section to be no longer representative or useful to the trade, industry or other~~

~~activity for which it was established, provided that before any Section is dissolved the Secretary shall give at least one month's notice of the Board's intention to the members of the Section so that they may have an opportunity of discussing the matter with the Board.~~

13.0 DIRECTORS

13.1 The Chamber champions equal opportunities and will consciously work to ensure that this is represented across all Governance structures and throughout Membership.

The Board

13.2 The Board is the governing body of the Chamber and is responsible for agreeing the strategy of the business and monitoring performance. Any resolutions of the Council shall ~~be advisory only and shall~~ not in any way restrict the powers or decisions of the Board.

Board Composition

13.3 Unless otherwise determined by special resolution the Board shall comprise a maximum of 14 Directors as follows:

13.3.1 The President

13.3.2 Deputy President

13.3.3 Honorary Treasurer

13.3.4 Staffordshire Moorlands Chamber President

13.3.5 Stafford Chamber President

13.3.6 the Chief Executive of the Chamber

13.3.7 up to eight elected Members of either the Chamber Council and/or the Local Area Advisory Boards; ~~or~~

13.3.8 any such person (not necessarily being a person who is, or represents, a Member of the Chamber), as the Board may select as being competent to advise on the needs of the business at the time.

13.4 The Board may appoint any Member of the Chamber (whether an individual or a representative Member of a corporate or unincorporated Member of the Chamber) to be a member of the Board to fill a casual vacancy. Any person so appointed shall hold office to the conclusion of the next following Annual General Meeting but shall be eligible for re-election.

Appointment And Removal of Directors

13.5 At the first meeting of the Chamber Council after each Annual General Meeting of the Chamber the following shall occur;

13.5.1 the Directors holding the posts specified in Article 10.2 shall retire but still, subject to these Articles, be eligible for reappointment;

13.5.2 The Chamber Council shall ratify the appointment of the President and Deputy President. Exceptional circumstances may be notified and approved at the next Chamber Council meeting.

13.5.3 The Chamber Council shall ratify and approve any nominations received from its Members, including those elected, Forum and Section Chairs and/or elected members of the Local Area Advisory Boards to fill the positions specified in Article 10.2.

13.5.4 The terms of office for the President and Deputy President are: One year as Deputy President (i.e. President elect) followed by two years as President, then a final one year as Deputy President (immediate Past President).

13.5.4.1 These years are not counted as part of the elected time in office to avoid the chance of the Officer being removed through not being re-elected during their term in office.

13.5.5 In order to become Deputy President, the person should have served more than one year and no more than six years on the Chambers' Board. Any anomalies in eligibility or length of term will be taken to Audit & Governance for approval.

~~14.5.6 the Chamber Council shall ratify and approve any nominations received from its Members, including those elected, Forum and Section Chairs and/or elected members of the Local Area Advisory Boards to fill the positions specified in Article 10.2.~~

13.6 The following provisions shall apply in respect of the election of Chamber Members to the Board;

13.6.1 Only members of the Chamber Council, Local Area Advisory Boards, Forum and/or Section Chairs or persons appointed to fill casual board vacancies arising amongst such elected Members shall be eligible to be elected.

13.6.2 The total number of Members so elected to the Board shall not at any time exceed 8, which excludes those directors under ~~14.3.1~~ 13.3.1 to ~~14.3.6.~~ 13.3.6.

13.6.3 Within 21 days but not less than 7 days prior to each Annual General Meeting there shall be sent to every member of the Chamber Council and

Local Area Boards a list of the members of the Board and whether or not they are willing to stand for re-election.

13.6.4 Any individual member of the Chamber Council and/or an individual Member of either Local Area Advisory Boards and/or a Forum and/or Section Chair may stand for election to the Board providing that

13.6.4.1 they are eligible for election;

13.6.4.2 they are, for a minimum period of at least 1 year, a member of the Council and/or a member of a Local Area Advisory Board;

13.6.4.3 they are a senior or influential figure ~~within~~ within, and supported by, their respective organisation;

13.6.4.4 they have been nominated on the official nomination documentation, in paper or electronic form, kept at the registered office of the Chamber and such nomination documentation must be lodged at the registered office of the Chambers not more than 14 days after the date of circulation of such list (the first nomination date); and

13.6.4.5 Each candidate must have signed the nomination form. In the case of a Member of the Chamber who is a nominated representative of either an incorporated or unincorporated body which is a Member of the Chamber, there shall be entered on the nomination paper, in addition to the name of the candidate, their position in the body concerned.

13.6.5 If the number of candidates nominated for election to the Board does not exceed the number of vacancies, such candidates shall on the first working day after the nominations closing date be certified in writing by the Company Secretary on behalf of the President as the new Board to replace the former Board as from that date.

13.6.6 If the number of candidates nominated for election exceeds the number of vacancies to be filled, the Company Secretary shall, not later than 7 days after the nominations closing date, issue voting papers to those members of the Council and Local Area Advisory Boards who are eligible to vote and such papers shall be returned to the Company Secretary not more than 14 days after the date of issue, failing which they will be invalid.

13.6.6.1 Voting papers shall contain the same particulars as are required to be specified in the nomination papers.

13.6.6.2 Each Council and Local Area Advisory Board member who is so entitled to vote may vote for as many candidates as there are vacancies to be filled and no more than one single voting paper shall contain more than one vote for each candidate. The provisions of Articles ~~14.6.6~~ 13.6.6 and ~~14.6.7~~ 13.6.7 shall apply with "Board" substituted for "Council" wherever the latter shall appear.

13.6.7 Each member of the Chamber Council or Local Area Advisory Board who shall be elected to the Board in accordance with the foregoing provisions and shall hold office (subject as hereinafter mentioned) for a period of three years but shall be eligible for re-election for two successive 3 year terms (maximum of 9 years). Upon retirement Directors shall not then be eligible for re-election for the further period of three years.

13.6.8 Chamber Council members who shall be elected to the Board will automatically have their term in office on Council terminated. Chamber Council members who shall be elected to the Chamber Board continue to attend Council Meetings in their new function as a Board member.

13.6.9 Local Area Advisory Board members who shall be elected to the Chamber Board will continue to serve their existing term in office concurrently with their new term in office on the Chamber Board. Once their Local Area Advisory Board term in office expires, they will be subject to re-election or retirement. This does not affect their new term in office on the Board.

13.6.10 Each member of the Chamber Council or Local Area Advisory Board who shall be elected to the Board in accordance with the foregoing provisions who ceases to be a Member of the Chamber shall automatically cease to be a Board member.

13.7 Each Director (unless appointed under Article ~~14.8)~~ 13.8) shall be nominated by the Members of the Chamber Council and/or Local Area Advisory Boards and shall be ratified at the Chambers' Council meeting which immediately follows the Annual General Meeting.

13.8 The Directors may appoint an eligible person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, providing that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. Such Director shall be subject to re-election at the next ~~meeting of the Chamber Council after the subsequent~~ Annual General Meeting.

Staffordshire Chambers of Commerce.

14.0 DISQUALIFICATION AND REMOVAL OF DIRECTORS

14.1 Any Director will cease to be a Director in any of the following circumstances:

14.1.1 if a bankruptcy order is made against them;

14.1.2 if they make an arrangement or composition with their creditors;

14.1.3 if an order is made in relation to that Director's personal welfare or property and affairs under legislation relating to mental health or mental capacity;

14.1.4 if they have missed 3 consecutive Directors' meetings, without having permission from the Directors for any absence.

~~if they have missed 3 Directors' meetings for a continuous period, without permission from the Directors and the Directors pass a resolution stating that they have ceased to be a Director; they are absent for more than three consecutive meetings;~~

~~15.1.4.1 submitting apologies does not count as having permission for absence from any meeting.~~

14.1.5 if they are prohibited from being a Director by an order made under the Companies Acts or any other legislation;

14.1.6 they resign their office by sending notice to the Chamber;

14.1.7 unless otherwise authorised to do so in accordance with the provisions of s175 Companies Act 2006 if they are directly or indirectly interested in any contract with the Chamber and fails to declare the nature of their interest in a manner required by the Act or these ~~Articles.~~ Articles

14.1.8 the Members exercise their right pursuant to s168 Companies Act 2006 to remove a Director by ordinary resolution.

Disqualification From Acting as Auditor

14.2 A Director can act for the Chamber professionally, either alone or through their firm. They and their firm can be paid for professional services as though they were not a Director. However, a Director cannot also be the Chamber's auditor or involved in the business of the Chamber's auditor.

15.0 DECLARATION OF INTEREST

15.1 A Director who is to their knowledge any way directly or indirectly interested in any contract or proposed contract with the Chamber or has any other material interest shall declare the nature of his interest to the Board in a manner required by the Act. Any such Director having made such a declaration shall not be entitled to vote in

respect of any contract or proposed contract in which they are interested but may be counted in the quorum present at the meeting at which such contract or proposed contract is discussed.

15.2 For the purposes of Article ~~16.1:~~ 15.1:

15.2.1 a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and;

15.2.2 an interest of which the 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.

15.3 A Board member shall not vote at meetings of the Board or of any committee of the Board in respect of any contract or arrangement in which they are interested, and if they shall do so their vote shall not be ~~counted, nor~~ counted but they shall ~~they~~ be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:

15.3.1 any arrangement for giving any Board member any security or indemnity in respect of money lent by them to or obligations undertaken by them for the benefit of the Chamber; or

15.3.2 any arrangement for the giving by the Chamber of any security to a third party in respect of a debt or obligation of the Chamber for which the Board member themselves has assumed responsibility in whole or in part under a guarantee or indemnity of by the deposit of a security; or

15.3.3 any contract or arrangement with any other company in which they are interested only as an officer of the company or as a Member of that company provided his interest does not comprise a beneficial interest in one per cent or more of the equity share capital (directly or indirectly) and they do not personally receive any direct benefit from the contract.

16.0 POWERS OF DIRECTORS

16.1 The Directors shall manage the business of the Chamber. They may exercise all of the Chamber's powers and, when they are acting for the Chamber, the Directors can do anything that the Chamber can do. But in both cases, this does not apply where the Articles or the Companies Act say that powers can only be used by the Members voting to do so at a General Meeting.

16.2 The Directors may exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Chamber or that subsidiary. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

16.3 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.

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

16.5 In the management of the business of the Chamber the Directors shall ensure that the Council and Committees of the Council are provided with such facilities (including secretarial assistance) as are reasonably required to enable the Council to carry out its functions and particularly its functions concerning representational matters.

16.6 No Non-Executive Director shall be entitled to remuneration for their services as a Director.

17.0 PROCEEDINGS OF THE BOARD

17.1 The Board shall meet together at least five times a year for the dispatch of business, adjourn and otherwise regulate their meetings as it thinks fit. The Company Secretary shall on the request in writing of any Board member summon a meeting of the Board by notice served on the members of the Board.

17.2 The President of the Chamber shall preside at all meetings of the Board. If the President be not present within five minutes after the time appointed for the meeting of the Board the Deputy President, if any and if present, shall preside; but if there be no Deputy President present, the Board members then present shall choose one of their number to take the chair at that meeting of the Board.

17.3 Deputy Presidents of Local Area Advisory Boards may attend Chamber Board meetings when invited. In addition, on not more than two occasions may a Deputy Local Area Advisory Board President deputise for the Local Area Advisory Board President, but this ~~includes~~ does not include the Presidents' voting rights.

17.4 The quorum necessary for the transaction of business at a meeting of the Board shall be four. Unless otherwise specified in these Articles questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a casting vote.

17.5 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these articles vested for the time being in the Board. Where the interests of a Local Area Advisory Board have a different emphasis than the interests of the Staffordshire Chambers as a whole, the Board will ensure that a full discussion is undertaken, and a consensus view is agreed. The Board will remain empathetic to the interests of Local Area Advisory Boards and Forums.

17.6 All acts bona fide done by any meeting of the Board or by any person acting as a Board member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Board meeting or Board members or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.

17.7 The Board members for the time being may act notwithstanding any vacancy in their body, provided that if their number is below four, the remaining Board member may act for the purposes of filling vacancies on the Board or convening a General Meeting but for no other purpose.

17.8 A resolution in writing signed by all the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted and may consist of several instruments in the like form signed by or on behalf of one or more Board members.

Limitations

17.9 The Directors are always subject to:

17.9.1 the provisions of the Companies Acts;

17.9.2 the requirements of the Articles; and

17.9.3 any regulations or directions laid down by the Members by a vote at a General Meeting or written resolution providing that those regulations or directions are consistent with the Companies Acts and the Articles. However, if the Members lay down any regulation or direction relating to something which the Directors have already done which was within their powers, this regulation or direction cannot invalidate the Directors' previous action.

18.0 CHIEF EXECUTIVE AND OTHER STAFF

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

18.2 The Chief Executive shall not also be Company Secretary.

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

18.4 ~~In relation to their duties and obligations as a Councillor, the~~ The Chief Executive in conjunction with the President and other Officers shall be responsible for all media

relations in connection with ~~representational matters.~~ the representation of the Council and the Chamber.

18.5 The Chief Executive and the staff member responsible for finance and the staff member responsible for policy shall attend meetings of the Council and the Chamber but shall not be entitled to vote.

18.6 Subject to the provisions of the Companies Act, the Company Secretary shall be an ~~executive~~ employee/executive Member of the Chamber excluding the Chief Executive, subject to the agreement of the Board. The Company Secretary shall have no duties in relation to the functions of the Council in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated, and proper records are kept.

18.7 The Board shall delegate to the Chief Executive of the Chamber the appointment and management of all employees.

18.8 The Board may give allowances and/or benefits to employees.

19.0 LOCAL AREA ADVISORY BOARDS

19.1 Members of the Local Area Advisory Board are elected by the Chamber Members in their geographical area.

19.2 The appointment of the President and Deputy President is ratified at that Local Area Advisory Board's Annual General Meeting.

19.3 The terms of office for the President and Deputy President are: One year as Deputy President (i.e. President elect) followed by two years as President, then a final one year as Deputy President (immediate Past President).

19.3.1 These years are not counted as part of the elected time in office to avoid the chance of the Officer being removed through not being re- elected during their term in office.

19.4 In order to become Deputy President, the person should have served more than one year and no more than six years on the Local Area Advisory Board. Any anomalies in eligibility or length of term will be taken to Audit & Governance for approval.

19.5 The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Section with a view to representing the special interests of Members in a particular area on local matters, authorise the formation of Local Area Advisory Boards.

19.6 The Board of its own volition and without any application may form a Local Area Advisory Board.

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

19.8 All proceedings of Local Area Advisory Boards and their relations to and connections with the Board shall be regulated by by-laws to be approved from time to time by the Board.

19.9 The Board shall have powers to dissolve any Local Area Advisory Board of the Chamber if they consider the Local Area Advisory Board to be no longer representative or useful to the area for which it was established, provided that before any Local Area Advisory Board is dissolved the Company Secretary shall give at least one month's notice of the Board's intention to the Members of the Local Area Advisory Board so that they may have an opportunity of discussing the matter with the Board.

19.10 Each Local Area Advisory Board member shall be elected by the Members for a term of 3 years and will then be subject to re-election for a maximum of two further terms of 3 years (maximum of 9 years). Upon retirement Local Area Advisory Board members shall not then be eligible for re-election for the further period of three years.

20.0 BY-LAWS

20.1 The Board shall have power to make, alter or revoke by-laws which are not inconsistent with these Articles and which do not reduce the functions of the Council.

20.2 Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with: -

20.2.1 Membership (Terms and Conditions)

20.2.2 Subscriptions (Pricing)

20.2.3 Committees

20.2.4 Proceedings of the Council

20.2.5 Proceedings of the Board, and

20.2.6 Sections.

21.0 ARBITRATION

21.1 The Chamber may undertake through its Board or a Committee appointed for the purpose the settlement of disputes arising out of commercial transactions under such regulations as the Council may from time to time direct.

22.0 MINUTES

22.1 The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chamber, and of the Council, Board, Committees, Sections (if any) and Forums, including the names of Council, Board, Section or Forum members present at each such meeting.

22.2 All minutes shall be open to inspection by any Director. Minutes of meetings of the Council, any Section and any Forum shall also be open to inspection by Members.

~~**24.0 THE SEAL**~~

~~24.1 The Board shall provide for the safe custody of the Seal of the Chamber. 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 Secretary 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 Companies Act 2006. 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.~~

23.0 ACCOUNTS

General

23.1 The Directors must make sure that proper accounting records that comply with the Companies Acts are kept to give a true and fair view of the Chamber's affairs and to explain its transactions.

23.2 The accounting records must be kept at the Chamber's registered office or at any other place or places which the Companies Acts allow and the Directors decide on.

Right To Inspect

23.3 The Chamber's officers always have the right to inspect the accounting records.

23.4 A Member of the Chamber does not have the right to inspect any books or papers of the Chamber unless:

23.4.1 the Companies Acts give them that right;

23.4.2 the Directors authorise them to do so; or

23.4.3 the Members of the Chamber authorise them to do so by a decision at a General Meeting or by written resolution.

23.5 The Directors will arrange for profit and loss accounts, balance and reports to be prepared and distributed to the Chamber's Members as required by the Companies Acts.

23.6 The accounting records and any other book or document shall be open to the inspection of any Director or Company 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 Chamber.

24.0 AUDITORS

24.1 Auditors shall be appointed, and their duties regulated in accordance with the Companies Act. The Auditors shall have the right at their discretion to attend any ~~meeting of the Board.~~ General Meeting.

25.0 INDEMNITY

25.1 Subject to section 232 of the ~~1985 Act,~~ Companies Act 2006, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Chamber (other than any person (whether an officer or not) engaged by the Chamber as auditor) shall be indemnified out of the Chambers assets against all costs, charges, losses, expenses and liabilities incurred by them in the execution of their duties, or in relation thereto including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them relief from liability for negligence, default, breach of duty or breach of trust in relation to the Chamber's affairs. This Article 25 does not authorise any indemnity which would

be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

25.2 The Chamber may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chamber or in relation to its affairs.

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

26.0 WINDING-UP

26.1 ~~The~~ Any decision ~~on~~ to pursue a voluntary winding up ~~will~~ of the Company must be ~~taken~~ recommended by the Board in line with their responsibilities as ~~Directors.~~ Directors and approved by the Members passing a Special Resolution pursuant to s84 of the Insolvency Act 1986. If, on the winding up of the Chambers, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chambers, but shall be given or transferred to some other body (whether or not it is a member of the Chambers) having objects similar to those of the Chambers, or to another body, the objects of which are charitable. The Board will decide to which organisation any assets and titles will be transferred. The Board will make the decision taking into account the wishes of the membership expressed at a relevant general meeting.

27.0 ALTERATION OF ARTICLES

27.1 No alteration shall be made in these Articles except by special resolution at a General Meeting of Members of which not less than ~~fourteen~~ twenty one clear days' notice specifying the intention to propose the resolution as a special resolution shall have been duly given.

27.2 Any changes made to these Articles take effect immediately upon approval at the General Meeting.

Staffordshire Chambers of Commerce.

SCHEDULE

INTERPRETATION – DEFINED TERMS

In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

"Companies Act" means the Companies Act 2006 including any statutory modification or re¬-enactment thereof for the time being in force and any provisions of the Companies Act 1985 which for the time being remain in force and where appropriate individual acts referred to shall be called the Companies Act 1985 and the Companies Act 2006.

"Annual General Meeting" means a meeting held once a year for the general Membership of the Chamber.

"General Meeting" ~~means~~ any meeting ~~other than~~ including an Annual General Meeting.

"BCC" means British Chambers of Commerce (registered in England and Wales with the number 9635).

"Board" means the Board of Directors of the Chamber.

"By-law" means any By-law from time to time in force which has been duly made by the Board pursuant to these Articles or any of them.

"Chambers" means Staffordshire Chambers of Commerce and Industry Ltd. (registered in England and Wales with the number 00465975).

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

"Committee" means any committee established to support the functions of the Board

"Connected with a Member" means an individual who is a partner Director or employee of or consultant to a Member.

"Council" means the Council of the Chambers (howsoever designated from time to time).

"Councillor" means a member of the Council.

"Council Annual Meeting" means a meeting of the Council directly after the Annual General Meeting.

"Constitution" means the Articles of Association of the Chamber and any By-laws from time to time in force.

"Director" means a Member of the Board.

"Elected Councillor" means a member of the Council elected by the Members or appointed to fill a casual vacancy.

"Electronic Communication" means the same as in the Electronic Communications Act 2000.

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

"Honorary Member" means an individual ~~who~~ or organisation that has been admitted to Honorary Membership pursuant to Article ~~5.12~~ 5.11.

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

"Member" means a Member for the time being of the Chamber other than an Honorary Member.

"Officers" means the President, Deputy ~~President and~~ President, (if any) ~~Treasurer.~~ the Treasurer and the Local Area Advisory Board President

"Non-Executive Director" means any director other than an executive director..

~~"Non-Executive Director" means an individual Member of the Board of Directors but not a Member of the executive management team.~~

"President" means the President of the Chamber.

~~"Seal" means the Common Seal of the Chamber.~~

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

~~"Section" means a Section referred to in Articles 13.0.~~

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

"Year" where the context so admits means a calendar year from 1st January to 31st December.

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 and shall include forms of electronic communication.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 2006 or any statutory modification thereof in force at the date at which these Articles become binding on the Chambers.