

Certified a true copy

Chairman.....

THE COMPANIES ACTS 1862 TO 1893

-AND-

THE COMPANIES ACTS 1985 TO 1989

**ARTICLES OF ASSOCIATION
OF**

NORFOLK CHAMBER OF COMMERCE AND INDUSTRY

(Amended by Special Resolution passed on 10th October 2007)

1. For the purpose of registration the number of the members of the Chamber is declared to be unlimited.
2. These Articles shall be construed with reference to the provisions of the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as “the Statutes”), and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Statutes except where otherwise herein provided, or where they are inconsistent with the subject or context.
3. The Chamber is established for the objects stated in the Memorandum of Association, and to represent, express and give effect to the opinions of the commercial and industrial community on any matter affecting its interests, and may carry out those objects through such local Chambers of Commerce, local Councils, Committees, Sections or Sectors with such powers duties and responsibilities as the Board of the Chamber shall deem expedient from time to time. Being instituted solely for these purposes, the Chamber shall not become affiliated to or subscribe any of its funds to any political party.

MEMBERSHIP

4. Membership of the Chamber shall be open to all persons, firms, companies, trade protection and other associations or corporations interested in the trade or industries of the County of Norfolk.

ADMISSION OF MEMBERS

5. Applications for membership shall be made in writing in such form as may be required by the Board, and applicants shall be required to undertake to be bound, if accepted, by the Memorandum and Articles of Association. Applications shall be brought before the Board who shall be empowered to accept, defer or decline applications on a majority vote. Acceptance of an application, together with payment of the subscription, shall constitute membership.

SUBSCRIPTIONS

6. The annual subscription payable by members shall be payable at such times and at such rates as may from time to time be determined by resolution of the Board.

VOTES OF MEMBERS

7. At all General Meetings every member of the Chamber who is present shall have one vote, and voting by proxy shall not be permitted. Subject to any Bye-Laws for the time being in force any officer of a company shall be entitled to exercise the rights of membership on behalf of such company. The President shall have discretionary power to demand the production of an authority.

NON-PAYMENT OF SUBSCRIPTIONS

8. Any member whose subscription is more than six months in arrears shall ipso facto cease to be a member and his name shall be struck off the register of members.

RETIREMENT OF MEMBERS

9. Any member wishing to retire from the Chamber must give written notice to that effect to the Chief Executive one calendar month at least before the date in any year on which his subscription shall next be due, or such member will be held liable for the payment of his subscription for that year.

EXPULSION OF MEMBERS

10. If in the opinion of the Board expressed as hereinafter provided it is undesirable that any member should continue a member of the Chamber, it shall be lawful for the Board, by a resolution passed by a majority of three-fourths of the members of the Board present and voting at a Special Meeting of the Board convened for the purpose, to require such member to retire from the Chamber, and at the expiration of fourteen days from service of a copy of such Resolution on such member, such member shall cease to be a member of the Chamber, and all rights of the member in relation to the Chamber shall thereupon determine. Seven days' notice shall be given to the member proposed to be expelled of the time and place at which the question of his expulsion will be considered by the Board, in the manner in which it is hereby provided that notice shall be served on members, and

the member proposed to be expelled shall be entitled to attend the Meeting of the Board at which his expulsion is to be discussed, for the purpose of stating the reasons against his expulsion, but he shall not be entitled to be present at the deliberations of the said meeting.

ANNUAL AND GENERAL MEETINGS

11. The Annual General Meeting of the Chamber of which the requisite notice required by the Statutes shall be given, shall be held once in each calendar year at such time as the Board may decide, being not more than fifteen months from the preceding General Meeting:-
 - (1) To receive the Annual Report of the Board.
 - (2) To receive the Annual Statement of Accounts.
 - (3) To elect, when appropriate, the President, Vice President and Honorary Treasurer.
 - (4) To elect, when appropriate, co-opted members of the Board
 - (5) To declare the other Members of the Board as having been duly appointed.
 - (6) To appoint and fix the remuneration of the Auditors in accordance with the provisions of the Statutes.
 - (7) To conduct such other business relevant to a General Meeting of which due notice has been given to members.

12. Extraordinary General Meetings of the Chamber shall be convened by the Chief Executive by direction of the Board, or on requisition of five of its members, or of fifty members of the Chamber or on such requisition as provided by the Statutes. The objects of the meeting shall be stated in such requisition, and not less than the notice required by the Statutes of the meeting and of the subject or subjects to be brought forward thereat shall be given to each member.
 - 12.1 (A) The Chair at all General Meetings of the Chamber shall be taken by the President, or in his absence by the Vice President or a Vice-President as the Meeting shall determine. If none of these is present within fifteen minutes of the time appointed for the meeting the members attending shall appoint a Chairman from amongst their number.
 - (B) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members personally present shall be a quorum.
 - (C) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members,

shall be dissolved. In any other case it shall stand adjourned to a suitable date and time within the next fourteen days at the same place, or at such other 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 holding the meeting, members present shall be a quorum.

- (D) The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
13. Unless otherwise required by the Statutes questions at a General Meeting shall be determined by a simple majority, on a show of hands, of the members present and voting.

THE BOARD

14. (A) The Board of Directors of the Chamber shall be constituted as provided in this Article.
- (B) The maximum number of members of the Board shall be twenty-two and shall comprise the following:-
- (a) the President, Vice President and Honorary Treasurer who shall be nominated by the Board and elected by the members of the Chamber at an Annual General Meeting.
 - (b) the Immediate Past President
 - (c) the President/Chair of the area committees. The area committees shall be defined and agreed by the Board from time to time.
 - (d) the Vice President/Vice Chair of the area committees. The area committees shall be defined and agreed by the Board from time to time.
 - (e) such additional members who may be co-opted by the Board by personal invitation by the Board within the maximum number above referred to.
- (C) The term of office of the members of the Board shall be:-
- (a) in the case of the President, the Vice President and the Immediate Past President, a period of one year holding office as members of the Board ex officio.

- (b) In the case of the Honorary Treasurer a period of two years holding office as a member of the Board ex officio.
 - (c) in the case of the Presidents/Chairs referred to in Article 14(B)(c) the period during which they hold their respective offices holding office as members of the Board ex officio.
 - (d) in the case of the Vice Presidents/Vice Chairs referred to in Article 14(B)(d) the period during which they hold their respective offices holding office as members of the Board ex officio.
 - (e) in the case of co-opted members a period until the first Annual General Meeting following the date of their co-option, notwithstanding that they shall at such meeting and at subsequent Annual General Meetings be eligible for further co-option for a period of one year.
- (D) Any reference to a number of years in this Article shall refer unless the context otherwise requires to the period between Annual General Meetings.
- (E) Five members of the Board shall form a quorum.
- (F) Following the appointment of a Chief Executive the individual shall automatically be appointed a Director of the Board, subsequently when resignation from the office of Chief Executive occurs, automatic resignation as a Director shall result.
15. No person shall be incapable of becoming or being a member of the Board by reason only of the fact that at the time of his becoming or being appointed or re-appointed a member of the Board he has attained the age of 70 and no member of the Board shall ipso facto vacate office by reason only of his having attained that age.

MEETINGS OF BOARD

16. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meeting as they think fit. All meetings of the Board shall be convened by the Chief Executive. The Chairman or any five members of the Board may at any time require the Chief Executive to convene a meeting of the Board. Meetings shall be convened by not less than seven days' notice, unless the Chairman may otherwise determine in order to deal with matters of emergency, in which case three days' notice shall be given. The Board shall meet at monthly intervals, unless the Board otherwise so decide. At all meetings of the Board each member shall have one vote. In the case of equality of votes, the Chairman shall have a second or casting vote.

POWERS OF THE BOARD

17. The Board shall have the power to take and furnish offices for the use of the Chamber, and to appoint a chief executive (who shall be known as “the Chief Executive” or by such other designation as the Board decides), and staff necessary for the due conduct of the business of the Chamber, who may (subject to the provisions of the Memorandum of Association) receive annual salaries or other remuneration for their services, to act in the name of the Chamber, and for that purpose to order the Common Seal of the Chamber to be affixed to any petition, memorial, or other document, and generally to execute all the powers and functions of the Chamber which are not by these Articles or statute conferred exclusively upon general meetings.
18. The funds of the Chamber shall be under the control of the Board, who shall have power to determine the use of the same in such manner as they may deem necessary for carrying out the objects for which the Chamber is formed.

HONORARY OFFICERS

19. The Honorary Officers of the Chamber shall be the President, the Vice President, the Immediate Past President and the Honorary Treasurer. The President, or failing him the Vice President, shall preside at all meetings of the Board. If neither the President nor the Vice President is present within fifteen minutes after the time appointed for a meeting the members of the Board present shall choose one of their number to be Chairman of the meeting.

HONORARY VICE PRESIDENTS

20. The Board shall have power to elect as Honorary Vice-Presidents of the Chamber such distinguished persons as they may, from time to time, think fit, but such persons shall not be eligible for election or appointment to the Board.

BYE-LAWS

21. The Board may from time to time make such Bye-Laws as may be necessary for regulating the nomination, election, and retirement of members of the Board; for the orderly and efficient conduct of their own proceedings, and of the proceedings of General Meetings of the Chamber; the proper supervision and use of the funds of the Chamber; the conduct of arbitrations; and the regulation of the various sections, committees, and affairs of the Chamber, provided they be not repugnant to or inconsistent with the terms of the Memorandum of Association or these Articles. The Board may, at any time, and from time to time, revoke or alter any of the said Bye-Laws, provided that this shall not authorise the making, revoking or altering or any such without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution.

COMMITTEES

22. The Board shall have power to appoint special committees for special purposes.
23. The Board may appoint Standing Committees and delegate to such Committees such of its duties as it may from time to time determine. The Board shall approve the appointment of the Chairmen of such Committees.
24. Any Committee appointed under the powers conferred by these Articles shall have power to add to its number, to serve thereon during the consideration of any special subject, any person who may be able to give expert or other special information on that subject but such person shall not be entitled to vote.

RECORDS

25. A correct record of the proceedings of the Chamber and its Board and Committees, shall be kept by the Chief Executive, who shall also have custody of all documents, correspondence, parliamentary papers, statistical and commercial works, and other property of a like nature belonging to the Chamber.

ACCOUNTS

26. (A) The Board shall cause proper books of account to be kept with respect to :-
- (i) all sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditure take place;
 - (ii) all sales and purchases of goods by the Chamber; and
 - (iii) the assets and liabilities of the Chamber.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Chamber and to explain its transactions.

- (B) The books of accounts shall be kept at the registered office, or subject to Section 222 of the Companies Act 1985 at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board, and subject to any reasonable restrictions as to the time and manner of inspection as the Board may determine, shall be open to the inspection of members of the Chamber.
- (C) At the Annual General Meeting in every year, the Board shall lay before the members of the Chamber a proper income and expenditure account for the previous year with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and

copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the said Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be laid before the meeting as required by Section 236 of the said Act.

- (D) Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 391 and Sections 236 and 237 of the said Act, the members of the Board being as the directors mentioned in those sections.

NOTICES

27. Any notice or other document may be served on or delivered to any member either personally, or by sending it by post addressed to the member at their registered address, by fax to a number provided by the member for this purpose, by electronic mail to an address provided by the member for this purpose or by any other means authorised in writing by the member concerned.
28. Any notice or other document, if sent by post, be deemed to have been served or delivered 48 hours after posting, and in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax, circular or electronic mail or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so sent.

ARBITRATION

29. The President may on request of any member or members of the Chamber appoint any person to undertake the arbitration of disputes relating to commercial transactions, provided that the Chamber shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry, but so that this shall not prevent the Board from expressing an opinion in relation to any matter of wages, incomes or economic policy as a whole.

DISSOLUTION

30. Clauses 7 and 8 of the Memorandum of Association relating to the winding-up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.