

**NORFOLK CHAMBERS OF COMMERCE
MEMORANDUM AND ARTICLES OF ASSOCIATION
COMPANY NO. 49631**

(Adopted by Special Resolution passed on 05 October 2022)

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THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
NORFOLK CHAMBERS OF COMMERCE

INTERPRETATION

1. In these Articles:

“Acts” 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 pursuant to Article 19.

“Area Councils” means the three Chambers councils covering each of Norwich, Great Yarmouth and West Norfolk.

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

“Board” means the Board of Directors of the Chambers.

“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 The Norfolk Chambers of Commerce and Industry.

“Chief Executive” means any person for the time being appointed to perform the duties of Chief Executive of the Chambers.

“Committee” means any committee established under Article 48.

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

“Constitution” means the Memorandum and Articles of Association of the

Chambers and any By-laws from time to time in force.

“Director” means a member of the Board.

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

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

“Gold Patron” means a Member who has requested to become a Gold Patron and such request has been accepted by the Chambers.

“Honorary Member” means an individual who has been admitted to Honorary Membership pursuant to Article 9.

“Immediate Past-President” means a Past President holding office pursuant to Article 44.

“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 Chambers other than an Honorary Member.

“Officers” means the President, Vice-President(s) and Immediate Past-President and (where applicable) Treasurer.

“Non-Executive Director” means an individual referred to in Article 44 (e) and where the context so requires or admits includes an Officer.

"Operative Date" means the date on which these Articles are adopted.

“President” means the President of the Chambers.

“Seal” means the Common Seal of the Chambers.

“Secretary” means any person appointed from time to time to perform the duties of the Secretary of the Chambers.

“Special Interest Groups” means a Member group formed to discuss and report to the Chambers and the wider business community on sector specific issues.

“Sub Committee” means a Sub Committee as referred to in articles 76 to 78.

“Subscriber” means an individual who has subscribed to the Memorandum of

Association and to these Articles.

“Vice-President” means a Vice-President(s) of the Chambers.

“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 Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Chambers.

AIMS AND PURPOSES

2. The objects ("the principal objects") for which the Chambers is established are the promotion of commerce industry trade services transport and education in Norfolk and elsewhere within the United Kingdom, and anything incidental to or conducive to any of those objects, and in furtherance of the principal objects the Chambers shall have the following express powers:
 - (a) to promote commerce industry trade services transport and education and in that connection to foster advance and protect commercial industrial trade and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the locality referred to above and elsewhere in the United Kingdom;
 - (b) to seek admission to and to become a member of the BCC;
 - (c) to seek accreditation from the BCC;
 - (d) to provide and develop business services to Members and others and in particular (but without prejudice to the generality of the foregoing):
 - (i) to collect, analyse or disseminate information (including statistics and other economic and business information) on all subjects of interest to Members;
 - (ii) to act as training agents and to provide educational courses including management and export training;
 - (iii) to promote, organise and participate in international trade;

- (iv) to encourage, establish and support employment initiatives and initiatives for the start-up of businesses and enterprises; and
 - (v) to undertake such activities as may from time to time be required by the BCC for accreditation purposes.
 - (e) to represent in the United Kingdom and in the rest of the European Union and elsewhere, and to promote and protect the collective interests views and opinions of the Members, and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce industry trade services transport and education;
 - (f) to promote high standards of business and the recognition and use of national and international standards;
 - (g) to provide a 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 locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest;
 - (h) to undertake and arrange for the settlement of disputes by arbitration and conciliation and alternative dispute procedures or otherwise; and
 - (i) to 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.
3. In furtherance of the principal objects but not otherwise, the Chambers shall also have power:
- (a) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - (b) construct, maintain and alter any houses, buildings or installations;
 - (c) to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
 - (d) to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chambers;
 - (e) to print, publish and sell any newspapers, periodicals, books, leaflets or computer programmes, electronic data and other works and

publications and to produce and market films and other audio or visual aids;

- (f) to sell, lease, mortgage or otherwise deal with all or any part of the property of the Chambers;
 - (g) to borrow and raise money and secure its repayment in any manner;
 - (h) to invest the funds of the Chambers in or upon such investments, securities or property as may be thought fit;
 - (i) to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
 - (j) to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
 - (k) to amalgamate with any companies, institutions, societies, or associations having objects wholly or in part similar to those of the Chambers;
 - (l) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Chambers is authorised to amalgamate;
 - (m) to transfer all or any part of the property, assets, liabilities and engagements of the Chambers to any body with which the Chambers is authorised to amalgamate; and
 - (n) to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
4. The income of the Chambers, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its Members in cash or otherwise.
5. The liability of the Members is limited.
6. Every Member of the Chambers 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 Chambers, contracted before they 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 £5.00.
7. 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.

MEMBERSHIP

8. Membership shall be open to:
 - (a) individuals who are in business on their own account;
 - (b) companies, corporations, firms and other organisations engaged or interested in commerce industry trade services transport and education;
 - (c) members of professions who have an interest in commerce industry trade services transport and education; and
 - (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
9. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall they be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chambers.
10. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chambers if elected) as the Board may in its absolute discretion from time to time prescribe.
11. The election of Members shall be by Resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons. The Board will operate fair and legal procedures for dealing with the approval of applications. Delivery of the application to the Chambers 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.
12. A Member may terminate membership by giving notice in writing at least one month before the day when their subscription shall next be due. If no such notice is received, the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chambers.

13. Unless the Board shall suspend the operation of this Article, from time to time for a period either generally or in any specific case or cases, a Member shall automatically cease to be a Member:
- (a) if being a company, an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction;
 - (b) if adjudicated bankrupt;
 - (c) if suspending payment or compounding with creditors;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Chambers stating that that person has become physically or mentally incapable of acting as a Member and may remain so for more than three months; or
 - (e) if failing to pay the prescribed subscription within three months of the due date.
14. The Board may at any time by Majority Resolution expel any Member at any time provided that:
- (a) not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
 - (b) the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
- Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chambers 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.
15. The annual subscription to the Chambers 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.
16. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
17. Members shall be entitled to vote at meetings of the Chambers in accordance with the subsequent provisions of these Articles.

GENERAL MEETINGS OF MEMBERS

18. The Chambers shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notice calling it, provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
19. The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene general meeting in accordance with the provisions of the Acts.
20. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members. The notice of a meeting shall specify the time and place of the meeting and in the case of special business, the general nature of that business, and shall be given to all Members, and auditors.
21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
22. 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 appointment of and the fixing of the remuneration of the auditors.
23. No business shall be transacted at any general meeting unless a quorum is present. Fifteen 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.
24. 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 a suitable date and time within the following 14 days, 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.
25. The President or in their absence the Vice-President(s) or in their absence the Immediate Past-President 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.

26. 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.
27. 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.
28. 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 Acts, a poll may be demanded:
 - (a) by the chairperson; or
 - (b) by at least five Members having the right to vote at the meeting.

and a demand by a person as proxy for or duly authorised representative of or a person connected with a Member shall be the same as a demand by a Member.

29. Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
30. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. A poll shall be taken as the chairperson directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
34. On a show of hands, every Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a Member, not being themselves a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.
35. No Member shall vote at any general meeting, either in person or by proxy or duly authorised representative, or a person connected with a Member, unless all moneys presently payable by them to the Chambers in respect of subscriptions have been paid.
36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
37. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.
38. Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the Chairperson, the Secretary or any Director at the time appointed for taking the poll.
39. 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.

40. Members of the Board shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Chambers or persons connected with a Member or proxies or duly authorised representative of a Member.

THE BOARD

41. No person shall be appointed a Director:-
- (a) unless they have consented so to act; and
 - (b) who is not either:
 - (i) a Member or a person connected with a Member; or
 - (ii) an executive of the Chambers.
42. No person (other than a Subscriber) shall become a Non-Executive Director except an individual appointed by the Board to fill a casual vacancy. The Board shall at all times have power to fill a casual vacancy amongst the Non-Executive Directors to serve until the Non-Executive Director whose place they would have filled would have retired. The Board shall at all times have power to appoint Executive Directors.
43. The Board shall consist of:
- (a) the President who shall be elected by the Board from their number;
 - (b) the Vice-President(s) who shall also be elected by the Board from their number;
 - (c) the Immediate Past-President (if any);
 - (d) the Chief Executive;
 - (e) the Treasurer;
 - (f) up to ten individuals (each a Member) who represent a geographic spread across Norfolk have been appointed by the Board following an application process.
44. Subject to the provisions of the Acts, the Constitution and to any directions given by special resolution passed by the Members, the business of the Chambers shall be managed by the Directors who may exercise all the powers of the Chambers. 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. The Board may appoint its own meetings and regulate its own proceedings.

45. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be five provided that of those present a majority are persons from the categories mentioned in clauses (a) (b) (c) and (e) of Article 44.
46. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chambers for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.
47. 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 or any Executive Director such of their powers as they consider desirable to be exercised by them. 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.
48. No Director shall be entitled to remuneration for their services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties. The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

49. No person shall be appointed or reappointed a director at any general meeting unless
 - (a) they are recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Chambers of the intention to propose that person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Chambers register of

directors together with notice executed by that person of their willingness to be appointed or reappointed.

50. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Chambers of the intention to propose them at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the Chambers register of Directors.
51. The Chambers may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and (subject to Article 54) may also determine the rotation in which any additional Directors are to retire.
52. Each Director (unless appointed under Article 55) shall be appointed by the Members at the Annual General Meeting and shall then hold office for a term of three years and will then be subject to re-election for a maximum further term of three years. Subject to Article 56, after holding office as a Director for six years a Director shall retire and shall not then be eligible for re-election for a further period of three years.
53. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided 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 Annual General Meeting of the Chambers.
54. A director may be appointed by the Members at the Annual General Meeting for a third term of three years in exceptional circumstances. Circumstances shall be deemed exceptional if in the opinion of the Members it is correct to do so. Such an appointment shall be subject to review at each Annual General Meeting during that third term at which time the Members may recommend that the third term be brought to an end. At the earlier of the Members recommendation to bring the third term to an end or the expiry of the third term the Director shall retire and shall not then be eligible for re-election for a further period of three years.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

55. The office of a Director shall be vacated if:
 - (a) they cease to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director; or

- (b) they become bankrupt or make any arrangement or composition with their creditors generally in satisfaction of their debts; or
- (c) a registered medical practitioner who is treating that person gives a written opinion to the Chambers stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
- (d) they resign their office by notice to the Chambers; or
- (e) they shall for more than three consecutive meetings have been absent without permission of the Directors from meetings of Directors and the Directors resolve that his office be vacant.

OFFICERS

- 56. The President shall hold office as President for a period of 2 years and shall cease to be President at the conclusion of the business dealing with the appointment of their successor at the first Board meeting following the Annual General Meeting falling in the second year of their presidency and shall then automatically assume the office of Immediate Past-President and shall hold that office until the conclusion of business at the Board meeting following the next Annual General Meeting.
- 57. The First Vice-President shall hold that office for a period of 2 years after which and following the Annual General Meeting falling in the second year of their vice-presidency they shall succeed the President and shall themselves be formally appointed President and shall be invested with the badge of office and shall hold that office in accordance with article 62.
- 58. The Second Vice-President shall hold that office for a period of 2 years after which and following the Annual General Meeting falling in the second year of their vice-presidency they shall succeed the First Vice President for a further 2 years.
- 59. At the first Board meeting following each Annual General Meeting, two Vice-Presidents shall be appointed from amongst the Board members. The Board shall nominate a First and Second Vice President. Thereafter the individuals so appointed shall in due course succeed year by year to the offices of President and Immediate Past-President retiring from the latter office at the conclusion of the first Board Meeting following the second Annual General Meeting after their appointment.
- 60. In case of any vacancy occurring in the office of President, then the vacancy shall be filled by the First Vice-President who shall cease to be Vice-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.

61. In the case of any vacancy occurring in the office of Vice-President(s), then the vacancy shall be filled by the Board appointing a Vice-President from amongst the Board Members. If the vacancy has occurred by reason of the First Vice-President taking over the office of President, the individual appointed Second Vice-President shall hold office as First Vice-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 Vice-President shall hold office as such for the remainder of the period the person they have succeeded would have continued in office.
62. Any casual vacancy in the office of Immediate Past-President shall be left unfilled until the Board meeting following the next Annual General Meeting.

CHIEF EXECUTIVE

63. The Chief Executive shall 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.
64. The Chief Executive shall not also be Secretary.
65. In relation to their duties and obligations as a Director of the Chambers, 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.

SECRETARY

66. Subject to the provisions of the Acts, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed by the Board may be removed by the Board. The Secretary shall act as the chief administrative officer of the Chambers ensuring that the documentation of the Chambers is in order, that all returns required by the Acts are duly made, and that the Chambers own register and records are properly maintained, and (save in so far as the responsibility falls on some member of the Chambers executive) practical effect is given to decisions of the Board.

SUB COMMITTEES

67. The Board may, at its discretion, upon the application of Members who desire to associate themselves together in a Sub Committee with a view to representing the special interests of Members in a particular area on local matters, or of Members in a particular trade or other activity, authorise the

formation of a Sub Committee.

68. The Board of its own volition and without any application may form a Sub Committee.
69. The Board may recognise as a Sub Committee an unincorporated association whose objects are within the powers of the Chambers provided that all its members are Members.

BY-LAWS

70. The Board shall have power to make, alter or revoke By-laws which are not inconsistent with the Memorandum of Association and these Articles and which do not reduce the functions of the Representation Council.
71. Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:
 - (a) Membership;
 - (b) Subscriptions;
 - (c) Committees;
 - (d) Proceedings of the Board; and
 - (e) Sections.

DIRECTORS CONFLICTS OF INTEREST

72. The Board may, in accordance with the requirements set out in these Articles authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under Section 175 of the Act to avoid conflicts of interest ("Conflict").
73. Any authorisation under these Articles will be effective only if:
 - (a) the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - (b) any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting at present the Director in question; and
 - (c) the matter was agreed to without their voting or would have been agreed to if their vote had not been counted.

74. Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently);

- (a) extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
- (b) be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and
- (c) be terminated or varied by other Directors at any time;

PROVIDED that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

75. In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through their involvement with the Conflict otherwise than as a Director of the Chambers and in respect of which they owe a duty of confidentiality to another person the Director is under no obligation to:

- (a) disclose such information to the Director or to any Director or other officer or employee of the Chambers; or
- (b) use or apply any such information in performing their duties as a Director;

where to do so would amount to a breach of that confidence.

76. Where the Directors authorise a Conflict, they may provide, without limitation (whether at the time of giving the authorisation or subsequently), that the Director:

- (a) is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
- (b) is not given any documents or other information relating to the Conflict; and
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

77. If the Directors authorise a Conflict:

- (a) the Director will be obliged to conduct themselves in accordance with the terms imposed by the Directors in relation to the Conflict; and

- (b) the Director will not infringe any duty they owe to the Chambers by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 78. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Chambers for any remuneration, profit or other benefit which they (or the Member through which they are qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Chambers in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

MINUTES

- 79. The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Chambers, and of the, Board, Sections (if any) and Committees, including the names of, Board, Section or committee members present at each such meeting.
- 80. All minutes shall be open to inspection by any Director. Minutes of meetings of, any Section and any Committee shall also be open to inspection by Members.

ACCOUNTS

- 81. The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chambers except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chambers.

AUDITORS

- 82. An external accounting organisation will be appointed for a two year term to annually review the financial soundness of the Norfolk Chambers of Commerce. Every third year, Auditors shall be appointed and their duties regulated in accordance with the Acts. The Auditors shall have the right at their discretion to attend any meeting of the Board.

NOTICES

- 83. Any notice to be given pursuant to the Articles shall be in writing.
- 84. The Chambers may give any notice to a Member, an Honorary Member, or the Auditors either:

- (a) by delivering it by hand to the last known address;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
 - (c) by electronic communication to an address notified to the Chambers;
 - (d) by a website the address of which shall be notified to the Member, Honorary Member, or Auditor in writing.
85. If a notice is sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.
86. 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, or auditors.
87. If a notice is sent by Electronic Communication, it is treated as being delivered at the time it was sent.
88. 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.
89. A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of the Chambers shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

INDEMNITY

90. Subject to section 232 of the 1985 Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Chambers (other than any person (whether an officer or not) engaged by the Chambers 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 judgement is given in their favour or in which they are 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 Chambers affairs.

91. The Chambers may buy and maintain insurance against any liability falling upon its Director or other officers which arises out of their respective duties to the Chambers or in relation to its affairs.
92. The Chambers shall have express power to purchase and maintain for any such Director or the 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 Acts.

WINDING-UP

93. The Chambers shall be wound up voluntarily whenever a special resolution is passed that the Chambers be wound up.

Names and addresses of Subscribers:

Dated:

Witness to the above signatures.