

ARTICLES OF ASSOCIATION

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**of**

**BANBURY AND DISTRICT CHAMBER OF COMMERCE**

**INTERPRETATION**

In these Articles:

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

“The Acts” means every statute from time to time in force concerning companies insofar as the same applies to the Chamber.

“The Board” means the Board of Directors of the Chamber.

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

“The Chamber” means Banbury and District Chamber of Commerce.

“The Chairman” means any person for the time being appointed to perform the duties of Chairman of the Chamber.

“Committee” means any committee, sub-committee, panel, working party or other similar body of the Board.

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

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

“Director” means a member of the Board.

“The Financial Director” means any person for the time being appointed to perform the duties of Financial Director of the Chamber

“Honorary Member” means an individual who has been admitted to Honorary Membership pursuant to Article 4.

“Immediate Past-President” means a Past President holding office pursuant to Article 46.

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

“Majority Resolution” means a resolution of the Board passed by a majority 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.

“The Officers” means the President, Immediate Past-President, Chairman, Vice-Chairman and Financial Director.

“The President” means the President of the Chamber.

“The Seal” means the Common Seal of the Chamber.

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

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

“The Vice-Chairman” means any person for the time being appointed to perform the duties of Vice-Chairman of the Chamber.

“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.

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

## **MEMBERSHIP**

1. The number of Members is unlimited.
2. 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 and transport;
  - (c) members of professions who have an interest in commerce, industry, trade and transport;
  - (d) any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
3. The Board may admit to Honorary Membership of the Chamber for such period as it may determine: -
  - (a) individuals who the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade or transport.
  - (b) individuals who the Board considers have rendered special service to the Chamber or to the Chamber movement.

4. 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 he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.
5. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe.
6. The election of Members shall be by Majority Resolution of the Board which may refuse any application without giving reasons. 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 a resolution of the Members in a general meeting of the Chamber unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different classes. The decision of the Board shall be notified to each applicant by the Chamber and, if elected, the Member shall pay to the Chamber within 28 days of notification the Member's first subscription.
7. A Member may terminate membership by giving notice in writing at least three months before the day when his 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 Chamber.
8. 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) if being an individual he is or may be suffering from mental disorder and either,

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (e) if failing to pay the prescribed subscription within three months of the due date.

9. The Board may 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 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.

10. The annual subscription to the Chamber shall be at such rates as may from time to time be fixed by a resolution of the Members in a general meeting of the Chamber, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions the Board may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories.
11. The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.
12. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

## **GENERAL MEETINGS OF MEMBERS**

13. The Chamber shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the 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.
14. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
15. The Board may call Extraordinary General Meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisitionists as provided by the Acts.
16. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members think fit. 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 to the auditors.
17. 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.
18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet and the reports of the Board and the auditors, and the appointment of and the fixing of the remuneration of the auditors.
19. No business shall be transacted at any Extraordinary 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.

20. 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.
21. The Chairman or in his absence some other member of the Board nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman 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 chairman and if there is only one member of Board present and willing to act he shall be chairman.
22. If no member of the Board is willing to act as chairman, 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 chairman.
23. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 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.
24. 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 Act, a poll may be demanded:
  - (a) by the chairman; 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.

25. Unless a poll is duly demanded a declaration by the chairman 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.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.
27. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
29. A poll demanded on the election of a chairman 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 chairman 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.
30. 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.
31. On a show of hands every Member who (being an individual) is present in person 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 himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.
32. 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 him to the Chamber in respect of subscriptions have been paid.

33. 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 chairman whose decision shall be final and conclusive.
34. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.
35. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which he may approve. The Board may from time to time make Bye-Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the chairman whose decision shall be final and binding.
36. Members of the Board 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.

## **THE BOARD**

37. No person shall be appointed a Director:-
- (a) who has not signed the appropriate form of consent; and
  - (b) who is not either:
    - (i) a Member or a person connected with a Member,
    - (ii) an Officer of the Chamber.
    - (iii) co-opted by the Directors in accordance with Article 39 below.
38. The Board shall consist of:
- (a) the President, who shall be appointed by the Board in accordance with Article 47;
  - (b) the Immediate Past-President (if any);
  - (c) the Financial Director, who shall be elected at the Annual General Meeting in accordance with Article 47.;

- (d) up to 9 individuals (each a Member or a person connected with a Member) who are elected or re-elected as the case may be at the Annual General Meeting in accordance with Article 47 or appointed by the Board to fill a casual vacancy and from whose number shall be elected the Chairman and Vice-Chairman with Article 51; and
- (e) any persons co-opted by the Directors in accordance with Article 39 below

- 39. The Directors may authorise the co-option to the Board of up to 3 persons other than Officers of the Chamber and for such co-opted persons to have voting rights as members of the Board.\*
  - 40. The Directors may invite outside organisations to nominate a representative to attend at Board meetings. A representative so nominated shall not have power to vote at any Board meeting.
  - 41. The Directors shall not be required to retire by rotation.
  - 42. 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 Chamber shall be managed by the Directors who may exercise all the powers of the Chamber. No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Constitution 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.
  - 43. 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.
  - 44. 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.
  - 45. 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 Chairman such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and
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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.

46. No Director shall be entitled to remuneration for his services as a Director.

#### **ELECTION OF THE BOARD**

47. At each Annual General Meeting the Financial Director shall be elected. . Any casual vacancy for this post may be filled by the Board with the person appointed remaining in office until the next Annual General Meeting when he may stand for election.
48. At each Annual General Meeting Board members may be elected who shall serve until the second Annual General Meeting after their election. They shall then leave office but may stand for re-election. Any casual vacancies may be filled by the Board and the person or persons so appointed shall serve out the period of office of the person they have replaced.
49. The Board may put forward nominations. No person shall be appointed a Board member unless he is nominated by the Board.
50. Not less than seven nor more than twenty-eight clear days before the date appointed for holding an Annual 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 Board for appointment or reappointment as an elected Board member at the meeting.

#### **CHAIRMAN**

51. At its first meeting after the Annual General Meeting in each year the Board:  
shall appoint the Chairman and Vice Chairman from among its number.
52. On leaving office the President shall become the Immediate Past President and shall hold this office until his successor as President leaves that office. Any casual vacancy for the post of President may be filled by the Board with the person appointed remaining in office until the first meeting after the Annual General Meeting in the following year.

53. The Vice-Chairman shall be deemed to have offered himself for election as Chairman at the end of his period of office unless he notifies the Board not less than fourteen days before the Annual General Meeting that he does not wish to stand.
54. In relation to his duties and obligations as a Director of the Chamber, the Chairman 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 Chairman. 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.

### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

55. The office of a Director shall be vacated if:-
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
  - (b) he resigns his office by notice in writing to the Chamber; or
  - (c) he becomes bankrupt or makes any composition with his creditors generally; or
  - (d) he is or may be suffering from mental disorder and either,
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (e) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or

- (f) he shall be removed from office as a Director before the expiration of his period of office (notwithstanding any agreement between the Chamber and him) by Majority Resolution of the Board passed at a meeting of the Board convened by an Officer on at least twenty-one days' notice provided that:
- (i) an Officer may not be removed under this sub-paragraph,
  - (ii) the Director concerned shall be given at least fourteen days notice of the matters giving rise to the proposed resolution and shall be given a reasonable opportunity to make and have circulated to the Board written representations and to be heard and represented at the meeting of the Board called to consider the resolution and at any adjournment thereof,
  - (iii) a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board as the case may be but a person who has been removed shall not be reappointed under this sub-paragraph.

## **SECRETARY**

56. 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 Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Acts are duly made, and that the Chamber's own register and records are properly maintained, and (save in so far as the responsibility falls on some member of the Chamber executive) practical effect is given to decisions of the Board.

## **FINANCIAL DIRECTOR**

57. The Financial Director shall keep an account of all moneys received and paid by him for and on behalf of the Chamber, and shall pay all accounts approved by the Board. He shall present to the members of the Chamber at each Annual General Meeting a duly audited statement of accounts showing all financial transactions of the Chamber during the twelve months ending on 31 December in the preceding year.

## **BYE-LAWS**

58. The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Memorandum of Association and these Articles.
59. Without prejudice to the generality of the foregoing Bye-Laws may be made, altered or revoked in connection with:
- (a) Membership;
  - (b) Subscriptions;
  - (c) Committees; and
  - (d) Proceedings of the Board

## **DECLARATIONS OF INTEREST**

60. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Board. A Board member having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.
61. For the purposes of Article 59:-
- (a) a general notice to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class 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
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **MINUTES**

62. 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 Board, and Committees, including the names of Board, or committee members present at each such meeting.
63. All minutes shall be open to inspection by any Director. Minutes of meetings of any Committee shall also be open to inspection by Members.

## **THE SEAL**

64. The Board shall provide for the safe custody of the Seal of the Chamber. If a document 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 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 36 of the Act.

## **ACCOUNTS**

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

## **AUDITORS**

66. 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**

67. Any notice to be given pursuant to the Articles shall be in writing.
68. The Chamber may give any notice to a Member, an Honorary Member, or the Auditors either personally or by sending it by post in a prepaid envelope addressed to the intended recipient at his registered address or any address supplied to the Chamber for the giving of notice.

69. A Member present, either in person or by proxy or by a person connected with a Member, at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
70. 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.

## **INDEMNITIES**

71. Subject to the provisions of the Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every Director and the Secretary shall be indemnified out of the assets of the Chamber against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in retention to the Chamber.
72. The Chamber 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**

73. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up. Clause 8 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.