

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having
a Share Capital
*NEW ARTICLES OF ASSOCIATION
of
THE EASTBOURNE & DISTRICT CHAMBER OF COMMERCE LIMITED

(Adopted by Special Resolution dated 2010)

INTERPRETATION

1. In these Articles:

“2006 Act”	means the Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force;
“Acts”	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Chamber;
“the Articles”	means the Articles of Association of the Chamber for the time being
“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 The Eastbourne & District Chamber of Commerce Limited
“the Chairperson”	means the chairperson of meetings
“the Operations Manager”	means any person for the time being appointed to perform the duties of the Operations Manager of the Chamber
“Committee”	means any committee, sub-committee, panel, working party or other similar body of the Board as the case may be and however named
“connected with a Member”	means an individual who is a partner, director or employee of or consultant to a corporate Member
“the Board”	means the Board of the Chamber (howsoever designated from time to time)
“Director”	means a member of the Board
“the Constitution”	means the Memorandum and Articles of Association of the Chamber and any Bye-Laws from time to time in force
“electronic form”	has the meaning given in section 1168 of the 2006 Act;
“Executive Committee”	the committee of the Board constituted in accordance with the provisions of Articles 56 to 66 inclusive.;

20/04/2010

“Executive Committee Secretary”	a Secretary of the Executive Committee
“ Executive Member”	a Director appointed to the Executive Committee pursuant to Article 58 who has not resigned or been removed;
“Honorary Member”	means an individual who has been admitted to Honorary Membership pursuant to Article 4
“the locality”	means the area so described in clause 100 of the Articles of Association
“Majority Resolution”	means a resolution of the Board passed by a majority of two-thirds of the members of the Board present and entitled to vote on the resolution
“Member”	means a member for the time being of the Chamber other than an Honorary Member
“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
“Treasurer	means the treasurer of the Chamber
“Vice-President”	means the vice-president of the Chamber
“Year”	where the context so admits means a calendar year from 1 January to 31 December

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing lithography, photography, facsimile and electronic mail and other methods of representation or reproducing words in visible form References to a gender shall include the other gender and neuter

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

2. The number of Members is unlimited.
3. Membership shall be open to:
 - (a) individuals who are in business on their own account or in partnership
 - (b) companies, corporations, limited liability partnerships and other incorporated organisation 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, partnerships, charities or other organisations whom the Board may in its absolute discretion admit to membership
4. The Board may admit to Honorary Membership of the Chamber for such period as it may determine:-
 - (a) individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade, transport or public service generally
 - (b) individuals whom the Board considers have rendered special service to the Chamber, or to the Chamber movement or to Eastbourne and its surrounding district.
5. 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.
6. 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.
7. The election of Members shall be by resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons. Delivery of the application to the Chamber shall be accompanied by the amount of the membership 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 membership fees for different classes. The decision of the Board shall be notified to each applicant and, if elected, the Member shall pay to the Chamber within twenty eight days of notification the Member's first subscription.
8. A Member may terminate membership by giving notice in writing not later than the day 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.
9. 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 being an individual he is adjudicated bankrupt
- (c) if he suspends payment or compounds 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

10. 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 has 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 at which the case is considered 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.

11. The annual subscription to the Chamber shall be at such rates as 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.

12. 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.

13. The interest and rights of a Member are personal only and not transferable or transmissible on death, bankruptcy or dissolution.

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

GENERAL MEETINGS OF MEMBERS

15. The Chamber shall hold a general meeting in every calendar 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 no more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.
- 16 (a) At each annual general meeting the following shall occur:-
 - (i) the President, Vice President, Treasurer and Honorary Solicitor shall retire but shall, subject to these Articles, be eligible for reappointment;
 - (ii) the Chamber in a general meeting shall appoint the President, the Vice President, the Treasurer and the Honorary Solicitor provided that no person shall serve more than six consecutive terms as President, Vice President, the Treasurer and the Honorary Solicitor unless their re-appointment is unopposed. At the time of appointment the President, Vice President, the Treasurer and the Honorary Solicitor must be a Director or have agreed to become a Director and on appointment shall become members of the Board the Executive Committee.
- (b) If the President, Vice President, the Treasurer and the Honorary Solicitor cease (for any reason) to be a Director they shall be deemed to have simultaneously resigned this position as President, Vice President and the Treasurer (as the case may be)
- (c) Any casual vacancy occurring in the office of President, Vice-President, Treasurer or Honorary Solicitor shall be filled by a Member, who shall be appointed by the Board to hold office only until the next Annual General Meeting but subject to these Articles, shall be eligible for re-election.
17. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
18. The Board may call 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.
19. 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 on such notice as those Members think fit.
20. 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.
21. 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, the appointment of a President, the election of members for vacancies on the Board and the appointment of and the fixing of the remuneration of the auditors

22. No business shall be transacted at any general meeting unless a quorum is present. Seven 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.
23. 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, if called on the requisition of Members shall be dissolved, but otherwise 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.
24. At the Annual General Meeting the President, the most senior past-President present, the President or Vice-President shall in that order, and at an Extraordinary General Meeting the President or the Vice- President shall in that order, or in their absence some other member of the Board nominated by the Board, preside as Chairperson of the meeting, but if no such other person shall 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 member of the Board present and willing to act he shall be Chairperson.
25. 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.
26. 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.
27. 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 or a postal ballot of the Members is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the Chairperson; or
 - (b) by at least five Members having the right to vote at the meeting; and a postal ballot of the Members may be demanded by at least fifty Members or ten-percent of the total Members having the right to vote at the meeting, whichever is the higher. 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
28. 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.

29. 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.
30. A poll shall be taken as the Chairperson directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he may have.
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 (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.
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 him to the Chamber 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. An instrument appointing a proxy or a duly authorised representative shall be in writing in any form which is usual or which the Board may approve. The Board may from time to time make Bye- Laws prescribing forms for appointing a proxy or a duly authorised representative, and providing for the execution and deposit at the registered office of the Chamber of such forms. Whether or not a person is connected with a Member for the purpose of voting shall be determined by the Chairperson whose decision shall be final and binding.
39. Directors 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 representatives of a Member

POSTAL BALLOTS

40. The Board shall have power to fill a casual vacancy on the Board without a postal ballot. The Board may of its own volition initiate a postal ballot on any matter. Postal ballots shall be conducted in such manner as the Board may by Bye- Law or otherwise provide

OPERATIONS MANAGER AND SECRETARY

41. The Operations Manager and Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any person so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there shall be no Secretary or no Secretary capable of acting.

THE BOARD

- 42.
- (a) The Board shall consist of:
 - (i) the Immediate Past-President of the Board, the President, the Vice-President, the Treasurer and the Honorary Solicitor
 - (ii) not less than 10 nor more than 15 Members or persons connected with a Member who shall be elected in accordance with the provisions hereinafter contained
 - (b) The President, the Vice-President, the Treasurer and the Honorary Solicitor shall be elected at the Annual General Meeting, but each of whom may offer himself for re-election on more than one occasion.
 - (c) Eligibility for appointment to the Board shall be restricted to : -
 - (i) Members; and
 - (ii) In the case of Corporate Members persons connected with a Corporate Member of the Chamber,

In each case who have been members or Honorary Members for a period of at least 12 months prior to the proposed appointment date to the Board.
 - (d)
 - (i) The Board may invite or co-opt any person or any representative of any body corporate ,or incorporate or other organisation to attend and speak at meetings of the Board but who shall not be entitled to vote.
 - (ii) In the event that the Immediate Past-President shall have ceased to be eligible for membership by the Board pursuant to 42(c) above then the Board shall be at liberty to determine whether or not the Immediate Past-President shall become a member of the Board

43. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the

Chamber, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose

44. The Board may from time to time and at any time appoint any Member or a person connected with a Member as a Director, either to fill a casual vacancy or by way of addition to the Board provided, that the prescribed maximum shall not thereby be exceeded. Any Director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
45. 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 Board 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 Board 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 Board by the Constitution and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board. The Board may appoint its own meetings and regulate its own proceedings.
46. 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 six.
47. The Board 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.
48. The Board may delegate any of their powers to any Committee with power to sub-delegate to one or more sub-committees. No person who is not a Member or a person connected with a Member shall be co-opted onto any such committee or sub-committee. The Board may also delegate to the Operations Manager such of their powers as they consider desirable to be exercised by him. 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. 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 Board so far as they are capable of applying.
49. No Director shall be entitled to remuneration for his services as a Director. The Directors may be paid expenses properly incurred in connection with the discharge of their duties.

ROTATION OF THE DIRECTORS

50. At each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
51. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. The length of time a Director has been in office shall be computed from his last election or appointment. Subject to the Articles a retiring Director shall be eligible for re-election.
52. The Chamber may, at the meeting at which a Director retires in accordance with Article 51, fill up the vacated office by electing a person to it, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

53. No person except a Director retiring at the meeting shall, unless recommended by the Board be eligible for election to membership of the Board, unless within the prescribed time before the day appointed for the despatch of any postal ballot there shall have been given to the Secretary notice of proposal, by some Member duly qualified to be present and vote at a general meeting, of such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

The prescribed time above mentioned shall be determined by the Board from time to time.

54. The Chamber may from time to time in general meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

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 provisions 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
- (h) 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 at a meeting of the Board convened on at least twenty one days' notice provided that:-
 - (i) 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
 - (ii) a vacancy created by the removal of a Director under this sub-paragraph may be filled as a casual vacancy by the Board but a person who has been removed shall not be re-appointed under this sub-paragraph (h)(ii)

The Executive Committee

56 Without prejudice to the provisions of Article 45 the Board delegates responsibility for managing the day to day business of the Chamber to the Executive Committee. The Executive Committee however remains responsible to the Board and shall comply with such directions as the Board may make from time to time.

Number

57 Unless otherwise determined by the Board the Executive Committee shall comprise a maximum of 10 Executive Members which shall include the :-

- (a) the President;
- (b) the Vice President; and
- (c) the Treasurer
- (d) Insofar as numbers allow, the chairperson of any sub-committee or portfolio as appointed by the Board under its powers hereinafter contained.

Appointment and Removal of Executive Members

58 An Executive Member holding any of the positions specified in Articles 57 (a) to (c) shall not be required to retire as an Executive Member solely by reason of his retirement from the position of President, Vice President or Treasurer. However, any such Executive Member shall retire at the first Board meeting following the annual general meeting at which he retired.

59 If the Board determines in accordance with Article 57 that the President, Vice President or the Treasurer (or any one or more of them) shall not be an Executive Member and the Board removes such person in accordance with Article 61 the Board may appoint a suitable replacement from its number to fill such position. Any person so appointed shall retire at the first meeting of the Board after the next annual general meeting of the Chamber after his appointment but, subject to these Articles, shall be eligible for reappointment.

60 In the event that the persons appointed to fill the positions specified in Articles 57(a) to 57(c) is less than 10 the Board may appoint from its number any person or persons to fill any vacancies. Any person so appointed shall retire at the first meeting of the Board after the next annual general meeting of the Chamber but, subject to these Articles, shall be eligible for reappointment.

61 An Executive Member other than any of the positions specified in Articles 57(a) to 57(c) may at any time and for whatever reason be removed by the Board.

Disqualification From Acting as an Executive Member

62 Any Executive Member will cease to be an Executive Member in any of the following circumstances:-

- (a) if a bankruptcy order is made against him;
- (b) if he makes an arrangement or composition with his creditors;

- (c) if an order is made in relation to that Executive Member's personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- (d) if he has missed Executive Members' meetings for a continuous period of six months, without permission from the Executive Members and the Executive Members pass a resolution stating that he has ceased to be an Executive Member;
- (e) if he is prohibited from being an Executive Member by an order made under the Acts or any other legislation;
- (f) if without the consent of the Chamber he holds a position of profit with the Chamber;
- (g) if he is directly or indirectly interested in any contract with the Chamber and fails to declare the nature of his interest in a manner required by the Act or these Articles; or
- (h) if he holds one of the positions specified in Articles 57 (a) to 57 (c) and resigns as Executive Member by notice in writing to the Chamber.

Declaration Of Interests

64 An Executive Member who is to his knowledge in any way directly or indirectly interested in any contract or proposed contract with the Chamber or has any other material interest shall declare the nature of his interest to the Executive Committee. Any such Executive Member having made such a declaration shall not be entitled to vote in respect of any contract or proposed contract in which he is interested, but may be counted in the quorum present at the meeting at which such contract or proposed contract is discussed.

65 For the purposes of Article 64:-

- (a) a general notice to the Executive Committee that an Executive Member 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 Executive Member has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which an Executive Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

66 General powers of Executive Members

- (a) The Executive Members shall manage the day to day business of the Chamber. They may exercise all the Chamber's powers in so doing and, when they are acting for the Chamber, the Executive Members can do anything that the Chamber can do. But in both cases this does not apply where the Articles or the Acts say that powers can only be used by the members voting to do so at a general meeting.
- (b) The Executive Members may exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Chamber or that subsidiary.
- (c) The Executive Member may make, alter or revoke such rules or Bylaws as are deemed necessary or convenient for the proper conduct and management of the Chamber save that the Board shall have power to make, alter or revoke Bylaws regulating the

proceedings of any committee (including but not limited to the Executive Committee) appointed by it.

Limitations

- 67 The Executive Members are always subject to:-
- (a) decisions of the Board;
 - (b) the provisions of the Acts;
 - (c) the requirements of the Articles; and
 - (d) any regulations or directions laid down by the members by a vote at a general meeting or by written resolution providing that those regulations or directions are consistent with the Acts and the Articles. However, if the members lay down any regulation or direction relating to something which the Executive Members have already done which was within their powers, this regulation or direction cannot invalidate the Executive Members' previous action.

MINUTES

- 68 The Executive Members shall ensure that proper minutes are kept of:-
- (a) the resolutions, proceedings and names of people who attend Executive Members' meetings and committees; and
 - (b) the proceedings, resolutions and business and any orders made at any general meetings or by written resolution. These minutes must be recorded in minute books and kept for at least 10 years. If a minute has been apparently signed by the chair of the meeting, or by the chair of the meeting which approves the minutes, this minute will prove what it records without any need for any further proof.

69. PROCEEDINGS OF THE EXECUTIVE MEMBERS

- 69.1 The Executive Members shall meet monthly and shall regulate the conduct of their own business. Unless so fixed the quorum shall be five. They may adjourn their meetings in the same manner as the Board.

Calling Meetings

- 69.2 A meeting can be called by the President or the Vice President. The Executive Committee Secretary must also call a meeting if five or more Executive Members request the Secretary to do so.
- 69.3 Meetings of the Executive Members are called by serving a notice on all Executive Members. But an Executive Member who is out of the United Kingdom is not entitled to be given notice of any meeting of the Executive Members.
- 69.4 Each Executive Member shall be given at least seven days' written notice before the date of a meeting provided that where the President or, in his absence or where there is a vacancy in the office of President, the Vice President, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting is given within such shorter period as he directs.

69.5 The convening of a meeting and the proceedings conducted at a meeting shall not be invalidated by reason of any person not having received written notice.

Chair

69.6 If the President is present, he will chair the meeting. In his absence, the Vice President shall chair the meeting. If neither are present at a meeting, the Executive Members present can choose which one of them will be the chair.

Attendance and Voting

69.7 Matters for decision at Executive Members' meetings will be decided by a majority vote. If votes are equal, the chair of the meeting has a second or casting vote.

69.8 Any or all of the Executive Members, or members of a Executive Committee, can take part in a meeting of the Executive Members or of a Executive Committee:-

- (a) by way of a conference telephone, video conferencing or similar equipment, designed to allow everybody to take part in the meeting; or
- (b) by a series of telephone calls from the chair of the meeting. Taking part in this way will be counted as being present at the meeting. A meeting which takes place by a series of calls from the chair will be treated as taking place where the chair is calling from. Otherwise meetings will be treated as taking place where most of the participants are.

Written Resolutions

70 This Article 70 applies to a written resolution which is signed by all of the Executive Members who are in the United Kingdom at the time and who would be entitled to vote on the resolution at an Executive Members' meeting. This kind of resolution is just as valid and effective as a resolution passed by those Executive Members at a meeting which is properly convened and held. The resolution can be passed using several copies of a document, if each document is signed by one or more Executive Members or if the Executive Members in question signify their agreement to such document (and signifying agreement must be done in accordance with section 296(1) and (2) of the 2006 Act as if references to "a member" were references to "an Executive Member").

Defects In Appointment And Otherwise

71 Everything which is done by any Executive Members' meeting or by an Executive Committee appointed by them or by a person acting as an Executive Member will be valid even though it is discovered later that any Executive Member or person acting as an Executive Member was not properly appointed. This also applies if it is discovered later that anyone was disqualified from being an Executive Member or had ceased to be an Executive Member or was not entitled to vote. In any of these cases, anything done will be as valid as if there was no defect or irregularity of the kind referred to in this Article 71

72 The Executive Members may act even if there are vacancies in their number, but, if the number of Executive Members is less than the number fixed as the quorum, the continuing Executive Members or Executive Member may act only for the purpose of convening a meeting of the Board to fill vacancies or of calling a general meeting or both.

General

73 Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Secretary as soon as is reasonably practicable, but in any event

within seven days of the date on which the meeting was originally to be held or was so terminated.

74 No Executive Member shall be entitled to remuneration for his services.

75 Executive Members may be reimbursed all expenses reasonably and properly incurred by them in connection with the discharge of their duties as Executive Members.

76 BOARD COMMITTEES

General

76.1 The Board may appoint such sub-committees or portfolios, for such purposes as it thinks will be of benefit to the Chamber and may dissolve any such committee or portfolio at any time.

Appointment and Removal Of Committee Members

76.2 Each committee shall comprise such persons as the Board may appoint provided:-

- (a) the Board receives, prior to his appointment, his written acknowledgement containing a statement that he is willing to be appointed to the relevant Board committee; and
- (b) at least one member of each such committee is also a Board Member.
- (c) any meeting may be attended by the President or the Vice President or the Executive Committee Secretary.

76.3 The Board may remove any Committee Member from such a committee at any time and for whatever reason.

Proceedings Of Board Committees

76.4 A Board committee must comply with any specific provisions governing its proceedings in these Articles and any regulations or Bylaws laid down by the Board from time to time but in the absence of any such contrary provisions a Board committee's members shall regulate their proceedings as they see fit.

76.5 Each Board committee shall be chaired by a Board Member. If there is more than one Board Member the Board Members present will choose one of themselves to act as chair. If there is no such person present the meeting will close.

OPERATIONS MANAGER

77. The Operations Manager 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

SECRETARY

78. 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. Any Secretary so appointed 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 Board) practical effect is given to decisions of the Board.

BYE-LAWS

79. The Board shall have power to make, alter or revoke Bye-Laws which are not inconsistent with these Articles and which do not reduce the functions of the Board.
80. Without prejudice to the generality of the foregoing Bye-Laws may be made, altered or revoked in connection with:-
- (a) Membership
 - (b) Subscription
 - (c) Committees, and
 - (d) Proceedings of the Board, and

DECLARATIONS OF INTEREST

81. 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 177 of the 2006 Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Board. A Director who is so interested, shall not be entitled to vote in respect of any resolution relating to such contract or arrangement or be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.
82. For the purposes of Article 81:
- (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

83. 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 meetings of the Board or of any committee or sub-committee appointed by the Board.
84. All minutes shall be open to inspection by any Director.

THE SEAL

85. The Board shall provide for the safe custody of the Seal. 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. Any document may also be executed without use of the Seal in a manner permitted by law.

ACCOUNTS

86. 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 Chamber except as conferred by statute or authorised by the Board or by any ordinary resolution of the Chamber.

AUDITORS

87. Auditors shall be appointed at Annual General Meetings 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

88. Any notice to be given pursuant to the Articles shall be in writing and, subject to Articles 89 to 90 may be given by facsimile transmission and electronic mail.
89. The Chamber may give any notice to a Member, an Honorary Member, or any member of the Board, or the Auditors either personally or :
- (a) By delivering it by hand to the address recorded for the Member on the register;
 - (b) By sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member on the register;
 - (c) By fax (except for share certificates) to a fax number notified by the Member in writing;
 - (d) By electronic mail (except a share certificate) to an address notified by the Member in writing;
 - (e) By a website (except a share certificate) the address of which shall be notified to the Member in writing; or
90. 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.
91. This Article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.
92. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
93. If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered 24 hours after it was posted, if first class post was used; or 72 hours after it was posted or given to delivery agents, if first class post was not used; provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document

was: properly addressed; and put into the post system or given to delivery agents with postage or delivery paid.

94. If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.
95. If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.
96. If a notice or document 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.

INDEMNITIES

97. 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 for which he may be guilty in the course of the performance of his duties as a Director.
98. 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 Board's report in accordance with the provision of the Acts.

WINDING-UP

99. The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up. Clauses 103 and 104 of the Articles of Association shall have effect in such circumstance.

OBJECTS

100. The objects for which the Chamber is established are:-
 - (b) (i) To promote and protect the home and overseas trade and commerce, shipping and manufacturing of the United Kingdom, and, in particular, of those of Eastbourne and its surrounding district, to originate, promote and carry out, and to cooperate with any individual or corporation in originating, promoting or carrying out any scheme or plan for promoting the prosperity of Eastbourne and its surrounding district and its inhabitants and to that end to provide an association of businessmen, professional men, tradesmen and others and, in particular, those in industry or carrying on business, in, or concerned with the home or overseas trade or commerce, shipping or manufacturing of Eastbourne and its surrounding district.
 - (ii) The collection and dissemination of statistical and other information relating to Trade, Commerce, Shipping and Manufacturing.
 - (iii) The promoting, supporting, or opposing legislative or other measures affecting the aforesaid interests.
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Chamber may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Chamber.

(c) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Chamber as may be thought expedient with a view to the promotion of objects.

(d) To undertake and execute any trusts which may lawfully be undertaken by the Chamber and may be conducive to its objects.

(e) To borrow or raise money for the purposes of the Chamber on such terms and on such security as may be thought fit.

(f) To invest the monies of the Chamber not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(g) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Chamber or calculated to further its objects.

(h) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Chamber shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Chamber would make it a Trade Union.

101. The income and property of the Chamber, whencesoever derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Chamber.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the chamber, or to any member of the Chamber in return for any services actually rendered to the Chamber, nor prevent the payment of interest at a commercial rate on money lent or reasonable and proper rent for premises demised or let by any member to the Chamber; but so that no member of the Board or Governing Body of the Chamber shall be appointed to any salaried office of the Chamber or any office of the Chamber paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Chamber to any member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at a commercial rate on money lent or reasonable and proper rent for premises demised or let to the Chamber; provided that the last provision shall not apply to any payment to any company of which a member of the Board or Governing Body may be a member, and in which such member shall not hold more than 1% of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

102. The liability of the members is limited.

103. Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

104. If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to

some other institution or institutions having objects similar to the objects of the Chamber, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of Clause 4, such institution or institutions to be determined by the members of the Chamber at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

105. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the chamber and of the property, credits and liabilities of the Chamber, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
106. The registered office of the Chamber will be situated in England.