

Company No 04500549

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTION

of

THE CONFEDERATION OF WEST MIDLANDS CHAMBERS OF COMMERCE


At the Annual General Meeting of the Confederation held at West Bromwich Albion Football Club, The Hawthorns, West Bromwich, B71 4LF on 11 September 2003 the following resolution was passed as a special resolution of the Confederation:-

SPECIAL RESOLUTION

THAT the draft regulations produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Confederation in substitution for and to the exclusion of all the existing Articles of Association


.....
CHAIRMAN




6/8/2003

THE COMPANIES ACT 1985 AND 1989

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

**THE CONFEDERATION OF WEST MIDLANDS
CHAMBERS OF COMMERCE**

Incorporated 1 August 2002

INTERPRETATION

1. In these Articles:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"Articles"	means these Articles of Association of the Confederation;
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Confederation"	means the company intended to be regulated by these Articles;
"executed"	includes any mode of execution;

"the Memorandum"	means the memorandum of association of the Confederation;
"office"	means the registered office of the Confederation;
"the seal"	means the common seal of the Confederation if it has one;
"secretary"	means the secretary of the Confederation or any other person appointed to perform the duties of the secretary of the Confederation, including a joint, assistant or deputy secretary;
"the United Kingdom"	means Great Britain and Northern Ireland.

2. Words importing the masculine gender only shall include the feminine gender.
3. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

4. The members of the Confederation shall be:
 - 4.1 Birmingham Chamber of Commerce and Industry;
 - 4.2 Black Country Chamber of Commerce;
 - 4.3 Coventry and Warwickshire Chamber of Commerce;
 - 4.4 Herefordshire and Worcestershire Chamber of Commerce;
 - 4.5 North Staffordshire Chamber of Commerce and Industry;
 - 4.6 Shropshire Chamber of Commerce and Enterprise Limited;
 - 4.7 Southern Staffordshire Chamber of Commerce and Industry; and
 - 4.8 any other accredited chamber of commerce admitted as a member of the Confederation pursuant to these Articles.
5. No additional accredited chamber of commerce may be admitted as a member of the Confederation unless unanimously approved by a majority of the directors appointed by each of the Member organisations. The directors shall not be obliged to inform a rejected applicant for membership of the reasons for the rejection.
6. Any member of the Confederation may at any time withdraw from the Confederation by giving at least 2 months' written notice to the Confederation of its intention to do so, such notice to be served on the chairman of the Confederation (or on such other person as the directors of the Confederation may from time to time specify). Any member who shall cease to be a member shall not be relieved of any existing liability it may have to the Confederation.
7. A member shall be excluded from the Confederation if it is not represented at two or more consecutive general meetings of the Confederation and/or if none of the directors appointed by it pursuant to Article 40 below are present at two or more consecutive board

meetings of the Confederation and it is unanimously resolved by a majority of the directors appointed by each of the member organisations (excluding for this purpose the directors appointed by the member whose exclusion from the Confederation is being considered) to exclude that member as a consequence. Any member so excluded may, if unanimously approved by a majority of the directors appointed by each of the member organisations, subsequently be re-admitted as a member of the Confederation.

8. Membership of the Confederation shall not be transferable.

GENERAL MEETINGS

9. The Confederation shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Confederation and that of the next, provided that so long as the Confederation holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the directors of the Confederation shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The directors of the Confederation may whenever they think fit call general meetings and, pursuant to the provisions of the Act, on the requisition of members representing not less than one-tenth of the total voting rights of all members having a right to vote at general meetings shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Confederation may call a general meeting.

NOTICE OF GENERAL MEETINGS

11. 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. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business of the meeting and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Confederation in general meeting to such persons (including the auditors of the Confederation (if any)) as are, under the Articles or the Act, entitled to receive such notices from the Confederation provided that a general meeting shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed;
 - 11.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - 11.2 in the case of any other meeting, by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
12. 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.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be two thirds of the persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation.
14. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it 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 directors of the Confederation may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
15. The chairman, if any, of the directors of the Confederation or, in his or her absence, some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) shall be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he or she shall be chairman.
16. If no director of the Confederation is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
17. A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meetings.
18. 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 adjournment not taken place. When a meeting is adjourned for thirty 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 be not be necessary to give any such notice.
19. Subject to the provisions of the Act and save as provided in Article 20 below, all matters debated at a general meeting shall require the unanimous consent of the member organisations present and the subsequent ratification of any member organisation(s) not present.
20. Questions arising at a general meeting to:-
 - 20.1 add or delete a matter from the agenda;
 - 20.2 move to next business;
 - 20.3 fix the date of the next meeting;
 - 20.4 terminate discussion and to move to vote on any issue; or
 - 20.5 appoint an individual to chair a meeting in the absence of the chairman;shall be decided by a majority of votes.

21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the results of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 21.1 by the chairman; or
 - 21.2 by at least two members having the right to vote at the meeting; or
 - 21.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
22. 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.
23. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
24. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
25. If at any general meeting where a resolution is put to the vote there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
27. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or, being organisations, signed by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Confederation duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

29. Subject to Article 25, every member shall have one vote.
30. No member shall be entitled to vote at any general meetings either personally or by proxy unless all moneys then payable by it to the Confederation have been paid. A proxy must be a member of the Confederation. Votes may be given personally or by proxy.
31. The instrument appointing a proxy shall be in writing executed by the appointor or his attorney duly authorised in writing and shall be in the usual form or such other form as the directors may permit.
32. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote or in the case of an adjourned meeting or a poll not less than twenty-four hours before the time of the adjourned meeting or the time appointed for the taking of the poll.
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 binding.
34. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Confederation at the office 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) the time appointed for taking the poll.
35. Any organisation which is a member of the Confederation may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Confederation, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise.

DIRECTORS

36. Unless otherwise determined by ordinary resolution, the maximum number of directors shall be 21. The minimum number of directors shall be 7.

POWERS OF DIRECTORS

37. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Confederation shall be managed by the directors who may exercise all the powers of the Confederation. No alteration of the Memorandum or the Articles 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 Articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.

38. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the directors shall have the following powers, namely:

38.1 to appoint staff to assist it in its work on terms agreed by the directors; and

38.2 to affiliate the Confederation to such other bodies as, in the opinion of the directors, are likely to further the Confederation's objectives.

APPOINTMENT AND RETIREMENT OF DIRECTORS

39. No director shall be liable to retire by rotation.

40. Each of the members shall be entitled to appoint 3 directors of the Confederation and to remove from office any person so appointed and to appoint another person in his or her place provided always that, in respect of each member, one of the appointed directors shall be the President for the time being of the member organisation and the 2 other appointed directors shall each be honorary officers and/or elected members of the executive committee or governing body of the member organisation. Any such appointment or removal shall take effect on the lodgement of a notice in writing (signed on behalf of the member organisation) to the chairman of the Confederation at its office. No director shall be appointed otherwise than as provided in this Article 40.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

41. A director shall cease to hold office if he or she

41.1 ceases to be a director by virtue of any provision in the Act;

41.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

41.3 resigns his or her office by notice to the Confederation; or

41.4 is removed from office under Article 40.

DIRECTORS' EXPENSES

42. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

DIRECTORS' APPOINTMENTS

43. Subject to the provisions of the Act, and to clause 4 of the Memorandum the directors may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Confederation. Any such appointment may be made upon such terms as the directors determine. Any appointment of a director to an executive office shall terminate if he or she ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

44. Save to the extent permitted by clause 4 of the Memorandum, no director shall take or hold any interest in property belonging to the Confederation or receive remuneration or be interested otherwise than as a director in any other contract to which the Confederation is a party.

PROCEEDINGS OF DIRECTORS

45. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Any one or more director appointees from at least two member organisations may, and the secretary at the request of such director appointees shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Save as provided in Articles 46 and 47 below, all matters debated at a meeting shall require the unanimous consent of a majority of the directors appointed by each of the member organisations.
46. Questions arising at a meeting to:
- 46.1 add or delete a matter from the agenda;
 - 46.2 move to next business;
 - 46.3 fix the date of the next meeting;
 - 46.4 terminate discussion and to move to a vote on any issue; or
 - 46.5 appoint an individual to chair a meeting in the absence of the chairman
- shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
47. Save in relation to those matters detailed in Article 46, where no director appointees of a member organisation have attended a meeting of the directors, the matters debated and resolved at that meeting shall only become effective if ratified by a majority of the director appointees of that member organisation provided always that the requirement for such ratification under this Article shall not apply to the matters detailed in Article 7.
48. Meetings of the directors shall be held at least four times in each successive period of 12 months and otherwise as circumstances require. No meeting of the directors shall normally be convened on less than seven days' notice save that a meeting of the directors may be convened on shorter notice if the chairman considers that an urgent or important matter has arisen which requires an immediate decision by the directors. The agenda for directors' meetings shall be determined by the chairman, subject always to the right of the directors to add or delete items from the agenda in accordance with Article 46.1 above.
49. The quorum for the transaction of the business of the directors shall be at least one director appointee from not less than two thirds of the member organisations.
50. The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
51. The directors may appoint one of their number to be the chairman of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. The chairman shall hold office for a maximum of two years. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
52. The directors may appoint one or more committees consisting of one or more directors to carry out such tasks as the directors may in their absolute discretion determine. Any committee shall have power unless the directors otherwise direct to co-opt as a member

or members of the committee any person or persons (whether or not such person or persons is a director of the Confederation). The directors may at any time dissolve a committee so appointed, change its composition or amend its remit.

53. All acts done by a meeting of directors shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of the directors were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
54. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effective as if it had been passed at a meeting of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.
55. Any director may participate in a meeting of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
56. Any bank account in which any part of the assets of the Confederation is deposited shall be operated by the directors and shall indicate the name of the Confederation. All cheques and orders for the payment of:
 - 56.1.1 any salary or expenses to be paid to the secretary by the Confederation shall be signed by any two directors;
 - 56.1.2 up to £1,000 shall be signed by any one of the signatories named on the Confederation's bank mandate from time to time in place;
 - 56.1.3 Between £1,001 and £10,000 shall be signed by any two of the current signatories named on the Confederation's bank mandate from time to time in place;
 - 56.1.4 over £10,000 shall be subject to the approval of the majority of the board of the Confederation and shall be signed by any two directors of the Confederation.
57. The directors shall be entitled to invite observers to attend their meetings (whether or not such observers are representatives of member organisations) and to speak (but not vote) at such meetings.

SECRETARY

58. Subject to the provisions of the Act, the secretary shall be the person for the time being designated by a majority of the chief executives of the member organisations and approved and appointed by the directors for such term and upon such conditions as the directors may think fit. Any secretary so appointed may be removed by the directors.

MINUTES

59. The directors shall keep minutes in books kept for the purpose:
 - 59.1 of all appointments of officers made by the directors; and
 - 59.2 of all proceedings at meetings of the Confederation and of the directors and of committees appointed by the directors including the names of the individuals present at each such meeting.

ACCOUNTS

60. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

NOTICES

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
62. The Confederation may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at its registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Confederation an address within the United Kingdom at which notices may be given to it shall be entitled to have notices given to it at that address, but otherwise no such member shall be entitled to receive any notice from the Confederation.
63. A member present in person at any meeting of the Confederation shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

65. Subject to the provisions of the Act, every director or other officer or auditor of the Confederation shall be indemnified out of the assets of the Confederation against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Confederation.

RULES

66. Subject to the Articles, the directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Confederation and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 66.1 the admission and classification of members of the Confederation (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 66.2 the conduct of members of the Confederation in relation to one another, and to the Confederation's servants;
 - 66.3 the setting aside of the whole or any part or parts of the Confederation's premises at any particular time or times or for any particular purpose or purposes;

- 66.4 the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;
- 66.5 generally, all such matters as are commonly the subject matter of company rules.
- 67. The Confederation in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Confederation all such rules or bye laws, which shall be binding on all members of the Confederation, provided always that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.