

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

OF

CCCILTD

(USED FOR INCORPORATION 8TH MARCH 2013)

INTERPRETATION

1 In these Articles:

“**Act**” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“**Annual General Meeting**” means a meeting held pursuant to Article 18;

“**Board**” means the Board of Directors of the Company;

“**Business Development Manager**” means any person appointed by the Board under Article 98;

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

“**chairman**” means the person appointed under Article 41 to chair a General Meeting or the person appointed under Article 85 to chair a Board meeting;

“**Chairman**” means the person appointed by the Board under Article 93 to the position of Chairman of the Company

“**Committee**” means any committee established under Article 89;

“Deputy Chairman” means a person appointed by the Members under Article 94 to the position of Deputy Chairman of the Company;

“Director” means a person duly appointed to be a director of the Company in accordance with the law and these Articles;

“Electronic Communication” means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of an electronic communications network of any sort (including the internet); or by other means but while in an electronic form;

“Honorary Member” means an individual who has been admitted to Honorary Membership pursuant to Article 16;

“Honorary Representative” means an individual who has been admitted to represent the Company pursuant to Article 20;

“Member” means a full member or Honorary Member for the time being of the Company;

“President” means the person appointed by the Board under Article 107 to the position of President of the Company;

“Secretary” means any person appointed from time to time to perform the duties of the Secretary of the Company;

“Voting Members” means those Members who are specified in these Articles as being entitled to vote;

- 2 The articles set out in The Companies (Model Articles) Regulations 2008 shall not apply to the Company.
- 3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other methods of representation or reproducing words in visible form and shall include forms of Electronic Communication.
- 4 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 Company.

OBJECTS

- 5 The objects for which the Company is established are the promotion of commerce, industry, tourism, transport, science and education in Chichester and its surrounds and anything incidental to or conducive to these objects.

POWERS

- 6 In furtherance of the principal objects the Company shall have the following express powers:
- 6.1 To originate, consider and promote all lawful plans and schemes calculated to benefit, improve and protect the commercial and general interest of members in Chichester and District and surrounds, and to take measures to enhance the attractiveness to residents/visitors and businesses and for the preservation of the amenities and to oppose any such as may be considered detrimental;
 - 6.2 To promote, support or oppose legislative and other matters which affect or may affect the commercial interests of members;
 - 6.3 To take such steps as may from time to time be deemed expedient in order to protect its members against illegal activity;
 - 6.4 To provide a vehicle to assist companies to deliver their corporate social responsibilities;
 - 6.5 To be a channel of communication between its Members and the public, local authorities, Chichester City Centre Partnership, education providers, companies, firms, organisations and individuals with whom its Members have, or may desire to have business or cooperative relations;
 - 6.6 To provide Members from the Board to attend appropriate meetings including, but not limited to, Chichester District Council & Chichester City Council, West Sussex County Council & Local Enterprise Partnership;
 - 6.7 To encourage Members to adopt good business practice by raising awareness of legal and environmental and sustainability issues, national and international standards either by circular or Speakers at Member's meetings;
 - 6.8 To co-operate with other bodies having similar objects;

- 6.9 To register with, seek affiliation with, or recognition by, other bodies deemed appropriate or advisable by the Members;
- 6.10 To appoint arbitrators on any question of differences submitted to the Company by its members or others;
- 6.11 To encourage business involvement and cooperation in the local community and between members;
- 6.12 To protect and promote generally the interests of its members by doing such other things as may from time to time seem appropriate but excluding all political or sectarian matters;
- 6.13 To initiate, pursue and complete such projects or activities as shall from time to time be deemed to be in the interests of members;
- 6.14 To undertake such activities as shall from time to time be deemed to be desirable in the raising of funds for Company objectives;
- 6.15 To promote the Company and local businesses through the Chichester Business News and other printed and electronic communications;
- 6.16 To maintain a public relations function, website and social media presence to promote the Company and business;
- 6.17 To provide and develop business services to Members and others, including, but not limited to:
 - 6.17.1 collecting, analysing and disseminating information including statistics and other economic and business information on all subjects of interest to members and others and to operate a business information centre;
 - 6.17.2 supporting education and skills development by acting as training agents and to provide, or direct Members to, education and industrial courses including higher education advisory services such as training needs analysis, mentoring and coaching and management export and training consultancy;
- 6.18 To act as a brokerage for business support initiatives and other activities suitable for the sustainable growth and performance of established businesses;

- 6.19 To promote, organise and participate in trade missions and other activities that encourage and support export and new markets;
- 6.20 To encourage establish and support employment initiatives and initiatives for the start-up of businesses and social enterprises;
- 6.21 To lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 6.22 To act as advertising agents;
- 6.23 To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, rights or privileges and to construct, maintain, alter, furnish and equip any buildings or structures necessary or convenient for the work of the Company or for the purposes aforesaid;
- 6.24 To engage officers and employees and reward them on reasonable terms, with an annual review;
- 6.25 To apply for, invite and collect subscriptions, grants, funding, donations, gifts, bequests and other assistance;
- 6.26 To buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- 6.27 To borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- 6.28 To invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

- 6.29 To subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 6.30 To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 6.31 To purchase or acquire and undertake all or any part of the business, property, assets, liabilities and transactions which will directly or indirectly benefit the Company;
- 6.32 To amalgamate with any other company whose objects are or include objects similar to those of this Company.
- 7 Clauses 6.1 to 6.32 of Article 6 shall be regarded as specifying separate and independent objects and shall not in any way be limited by reference to or inference from any other article or the name of the Company and all clauses will be construed in as wide a sense as is reasonable for the benefit of the Company.

NOT FOR DISTRIBUTION

- 8 The income and property of the Company shall be applied solely in promoting the object of the Company as set out in Article 5.
- 9 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
- 9.1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- 9.2 any interest on money lent by any Member or any director at a reasonable and proper rate;

- 9.3 reasonable and proper rent for premises demised or let by any Member or director; or
- 9.4 reasonable out-of-pocket expenses properly incurred by any director or any other person authorised by the Board.

WINDING UP

10 On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise):

- 10.1 with objects similar to those of the Company; and
- 10.2 which shall prohibit the distribution of its or their income to its or their members,

such body to be determined by the Members at the time of winding-up or dissolution.

GUARANTEE

11 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 11.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- 11.2 payment of the costs, charges and expenses of the winding up; and
- 11.3 adjustment of the rights of the contributories among themselves.

MEMBERSHIP

12 Membership shall be open to:

- 12.1 individuals who are in business on their own account;
- 12.2 companies, corporations, firms, social enterprise and community organisations and other organisations engaged or interested in commerce, industry, trade, services, transport and education;

- 12.3 members of professions who have an interest in commerce industry trade services transport and education;
- 12.4 any other individuals, companies, corporations, firms or other organisations whom the Board may in its absolute discretion admit to membership.
- 13 The Company shall keep an accurate register of Members of the Company which shall be open to the Members for inspection.
- 14 The Board may agree from time to time to accept joint membership on a negotiated rate, with other Chambers from Organisations or Charities operating in the County of West Sussex or any county bordering West Sussex.
- 15 On acquisition of the business of the CCCI Ltd and Industry (CCCI), all members of the CCCI shall, on agreeing in writing to become members, become Members. These Members shall not be required to pay a joining fee and shall be liable to pay subscriptions in such manner as is specified by the Board.

HONORARY MEMBERS

- 16 The Board may admit to honorary membership of the Company for such period as it may determine individuals whom the Board considers are distinguished in statesmanship, diplomacy, commerce, industry, trade, services, transport or education.
- 17 The Board may recommend at the Annual General Meeting, persons who may be considered worthy of receiving an honorary membership. Honorary membership shall last for such period as is specified by the Board.
- 18 Should an Honorary Member be elected as an officer or member of any committee, the Honorary Member shall be entitled to vote in his capacity as an officer or committee member at meetings of that committee.
- 19 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 Company.

HONORARY REPRESENTATIVES

- 20 The Board may admit as an Honorary Representative of the Company for such period as it may determine individuals whom the Board considers are knowledgeable in a particular area and can speak on behalf of the Company

ADMISSION OF MEMBERS

- 21 All applications for membership shall be made in writing in such form containing an undertaking to be bound by the Articles (if elected) as the Board may in its absolute discretion from time to time prescribe.
- 22 The election of Members shall be by resolution of the Board or a committee of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons. The Board will operate fair and legal procedures for dealing with the approval of applications. Delivery of the application to the Company shall be accompanied by the amount of the subscription fee (if any) from time to time determined by the Board unless the Board determines that this amount may be paid at a later date. The Board may determine different entrance fees for different categories of Member.
- 23 Membership is not transferable.
- 24 Should a former member desire to re-join, they will be required to sign a new application form and pay the current subscription fee and, unless waived by the Board, the current joining fee.
- 25 Visitors and prospective members are entitled to attend 2 evening Members' meetings without active membership, following which they will be asked to join the Company.

SUBSCRIPTIONS

- 26 The annual subscription to the Company shall be at such rates as may from time to time be fixed by the Board, and shall become due and payable in advance on such date or dates as the Board may from time to time determine. For the purpose of fixing the annual subscriptions and joining fees the Board may from time to time divide Members into categories and fix different rates of subscription and joining fee for different categories.
- 27 The interest and rights of a Member are personal only and not transferable or transmissible on death or liquidation.

- 28 No Member whose subscription is in arrears by more than 3 months shall be entitled to exercise the rights of Membership and its name shall be struck off the Register of Members unless the Board agrees otherwise.

RETIREMENT AND EXPULSION OF MEMBERS

- 29 Any Member may withdraw from the membership of the Company by giving notice in writing, duly signed to the Secretary, at least 1 month before the expiration of his membership year and on paying any unpaid subscription for the current year. An Honorary Member may withdraw at any time. A Member who retires shall not be entitled to any repayment of any subscription or any parts thereof.
- 30 Unless otherwise decided by the Board a Member shall automatically cease to be a Member 28 days from the date on which any of the following events occurs:
- 30.1 the Member suspends, or threatens to suspend, payment of its debts or is unable to pay its debts as they fall due or admits inability to pay its debts or (being a company or LLP) is deemed unable to pay its debts within the meaning of section 123 of the Insolvency Act 1986 or (being an individual) is deemed either unable to pay its debts or as having no reasonable prospect of so doing, in either case, within the meaning of section 268 of the Insolvency Act 1986 or (being a partnership) has any partner to whom any of the foregoing apply; or
 - 30.2 the Member commences negotiations with all or any class of its creditors with a view to rescheduling any of its debts, or makes a proposal for or enters into any compromise or arrangement with its creditors other than (being a company) for the sole purpose of a scheme for a solvent amalgamation of that Member with one or more other companies or the solvent reconstruction of that Member; or
 - 30.3 a petition is filed, a notice is given, a resolution is passed, or an order is made, for or in connection with the winding up of that Member (being a company or LLP) other than for the sole purpose of a scheme for a solvent amalgamation of that Member with one or more other companies or the solvent reconstruction of that Member; or

- 30.4 an application is made to court, or an order is made, for the appointment of an administrator, or if a notice of intention to appoint an administrator is given or if an administrator is appointed, over the Member (being a company or LLP); or
 - 30.5 the holder of a qualifying floating charge over the assets of that Member (being a company or LLP) has become entitled to appoint or has appointed an administrative receiver; or
 - 30.6 a person becomes entitled to appoint a receiver over the assets of the Member or a receiver is appointed over the assets of the Member; or
 - 30.7 the Member (being an individual) is the subject of a bankruptcy petition or order; or
 - 30.8 a creditor or encumbrancer of the Member attaches or takes possession of, or a distress, execution, sequestration or other such process is levied or enforced on or sued against, the whole or any part of the Member's assets and such attachment or process is not discharged within 28 days; or
 - 30.9 any event occurs, or proceeding is taken, with respect to the Member in any jurisdiction to which it is subject that has an effect equivalent or similar to any of the events mentioned in clause 30.1 to clause 30.8 (inclusive); or
 - 30.10 the Member (being an individual) dies or, by reason of illness or incapacity (whether mental or physical), is incapable of managing his or her own affairs or becomes a patient under any mental health legislation.
- 31 The directors may terminate the membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors:
- 31.1 he is guilty of conduct which has or is likely to have an adverse effect on the Company or may bring the Company or any or all of the Members and directors into disrepute; or
 - 31.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - 31.3 he has failed to observe the terms of these Articles.

Following such termination, the Member's name shall be removed from the Register of Members by the Secretary.

32 A notice to a Member under Article 31 must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

33 A Member whose membership is terminated under Article 31:

33.1 shall be entitled to a refund of the current year's subscription in respect of any unexpired portion of that subscription from the date of termination of his membership and shall remain liable to pay to the Company any subscription or other sum owed by him to the Company;

33.2 shall lose all privileges of membership without prejudice to any claims that the Company 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.

GENERAL MEETINGS OF MEMBERS

34 The Company 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.

35 The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act.

NOTICE OF GENERAL MEETINGS

36 General meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the Members. The notice of a meeting shall specify the time and place of the meeting and the general nature of the business to be dealt with at the meeting, and shall be given to all Members and the auditors.

- 37 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.
- 38 Notices of general meetings shall be given in writing but otherwise in such manner as is directed by the Board. Notice will be deemed to have been given to all Members if it has been accessible on the Company's website for the requisite period, notwithstanding any intermittent periods when the website or any national or local infrastructure prevented access to the website by any person.

PROCEEDINGS AT GENERAL MEETINGS

- 39 No business shall be transacted at any general meeting unless a quorum of Voting Members is present and, save as is otherwise provided, 15 persons entitled to vote upon the business being transacted, each being a Voting Member, or a proxy for a Voting Member or a duly authorised representative of a corporation which is a Voting Member, shall be a quorum.
- 40 If 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 Voting Members present in person or by proxy or by duly authorised representative of a corporation shall be a quorum.
- 41 The Chairman or in his absence a Deputy 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 15 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 the Board present and willing to act he shall be chairman.
- 42 If no member of the Board is willing to act as chairman, or if no member of the Board is present within 15 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 of the meeting.

- 43 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 14 days or more, at least 7 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.
- 44 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 45 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 46 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.

VOTING

- 47 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.
- 48 On a show of hands every Voting Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative shall have one vote and on a poll every Voting Member shall have one vote.
- 49 No Voting Member shall vote in any postal ballot, nor at any general meeting, either in person or by proxy or duly authorised representative, unless all moneys presently payable by him to the Company in respect of subscriptions have been paid.

- 50 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.
- 51 On a poll, votes may be given either personally or by proxy or duly authorised representative.
- 52 Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the chairman, the Secretary or any Director at the time appointed for taking the poll.
- 53 Members of the Board shall be entitled to attend and speak at any general meeting notwithstanding that they are not Members of the Company or proxies or duly authorised representatives of a Member.

POLLS

- 54 Subject to the provisions of the Act, a poll may be demanded:
- 54.1 by the chairman; or
 - 54.2 by at least 5 Voting 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.
- 55 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.
- 56 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.

- 57 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 30 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.
- 58 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

POSTAL BALLOT

- 59 Any matter or thing which may under these Articles be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Board so resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an ordinary resolution passed at a meeting of the Company duly convened and held.
- 60 For the purpose of article 59 a matter to be dealt with by postal ballot may be dealt with by ballot completed through a website operated by or for the Company, by post, by fax or by a combination of those methods.

PROXIES

- 61 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 61.1 states the name and address of the Voting Member appointing the proxy;
 - 61.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;

- 61.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 61.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

62 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

63 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

64 Unless a proxy notice indicates otherwise, it must be treated as:

- 64.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- 64.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

65 The appointment of 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:

- 65.1 in the case of an instrument in writing be deposited or received at the registered office of the Company or at such other address as is specified in the notice calling the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid;

- 65.2 in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:

- 65.2.1 in the notice convening the General Meeting; or

- 65.2.2 in any instrument of proxy sent out by the Company in relation to the General Meeting, or

65.2.3 in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the General Meeting,

be received at such address not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid. No Electronic Communication appointing a proxy shall be valid after the expiration of 12 months from the date it is received.

66 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

67 A proxy shall automatically expire 12 months from the date of its execution unless it has been revoked prior to that date.

COMPOSITION OF THE BOARD

68 The Directors appointed on incorporation shall appoint all members of the Executive of the CCCI Ltd and Industry as directors of the Company, to hold office until elections are held in accordance with these Articles.

69 Subject to article 68, unless or until otherwise determined by special resolution of the Company the Board shall comprise not less than 5 and not more than 9 Directors. The Business Development Manager shall count as a director for this purpose if appointed as a director.

70 Vacancies occurring after an Annual General Meeting shall be filled by the Board. Directors so appointed shall serve as such until the close of the Annual General Meeting next following. The Board shall have power to act notwithstanding that any vacancy shall not have been filled.

71 The term of office of a Director, other than the Business Development Manager if he is a director, shall not exceed 3 years from the close of the Annual General Meeting at which his election is declared.

72 Retiring Directors ("Retiring Directors") shall unless otherwise determined by the Company by special resolution be eligible for re-election or re-appointment upon expiry of their term of office but for 2 further terms of 3 years only. Thereafter unless otherwise determined by the Company by

special resolution at least 1 year shall elapse before a Retiring Director may stand for re-election.

- 73 At least 8 weeks prior to the Annual General Meeting there shall be sent to every Voting Member of the Company a list of the Directors indicating those whose terms of office is due to expire that year and who are eligible and willing to be re-elected and those who have vacated office during that year ("Vacating Directors"). Candidates for election (other than Retiring Directors) must be nominated in the manner specified by the Board from time to time. Nominations must be made on or before a date notified to Members 21 days from the circulation of the list of Retiring Directors and Vacating Directors.
- 74 No person (except only Retiring Directors who are eligible and willing to be re-elected) shall be submitted for election as a Director, unless he shall have agreed in writing to offer himself for election and shall have been nominated by at least 5 Members.
- 75 At least 21 days before the day appointed for the Annual General Meeting, issue voting papers to the Members, each of which shall be returned to the Company's registered office not less than 7 days before the Meeting failing which it shall be declared invalid. Each Member may vote for as many candidates as there are vacancies to be filled and no more. Voting papers shall be in the form prescribed by the Board from time to time.
- 76 The Secretary and one Member appointed as scrutineer shall examine the voting papers prior to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared duly elected at the Annual General Meeting. In case of equality of votes, the Chairman or in his absence a Deputy Chairman shall have a casting vote. A declaration of the Chairman or in his absence a Deputy Chairman or the chairman of the meeting at the Annual General Meeting of those persons elected to the Board shall be binding.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 77 The office of a Director shall be vacated if:
- 77.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 77.2 he is, or may be, suffering from mental disorder and either;

- 77.2.1 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
- 77.2.2 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
- 77.3 he or any Member that he represents ceases to be a Member;
- 77.4 being an employee of the Company or any group company of the Company his employment is terminated; or
- 77.5 he resigns his office by notice to the Company; or
- 77.6 he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 78 The office of a Director shall be vacated immediately on presentation to a Board meeting of a resolution signed by not less than 75% of the Directors.
- 79 The Board may resolve to remove a Director immediately if he fails to attend at least 50% of the Board meetings and Members' monthly meetings scheduled during each 12 months starting with the month following his appointment.
- 80 Subject to article 30, the removal of a Director from the Board does not remove his rights to membership of the Company.

PROCEEDINGS OF THE BOARD

- 81 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chairman, a Deputy Chairman, the Secretary or the Business Development Manager or any 3 Directors may at any time require the Secretary to convene a meeting of the Board. Meetings shall be convened by no less than 7 days' notice unless the Chairman or a Deputy Chairman shall otherwise determine in order to deal with matters of urgency, in which case at least 3 days' notice shall be given. 5 Directors (or such greater number as the Board may from time to time resolve) shall form a quorum.

- 82 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 82.1 the meeting has been called and takes place in accordance with the Articles; and
- 82.2 they can each communicate to the others any information or opinions they have on any particular item of business of the meeting.
- 83 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 84 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 85 The Chairman or in his absence a Deputy Chairman or in his absence the Secretary shall chair all meetings of the Board and each Director shall have one vote. In case of an equality of votes, the chairman shall have a second or casting vote.
- 86 A resolution in writing signed by all the Directors for the time being or all members of the Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the Directors.

POWERS OF THE BOARD

- 87 Subject to the provisions of the Act, these Articles and to any directions given by special resolution passed by the Members, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of 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.
- 88 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

- 89 The Directors may delegate any of their powers to the Business Development Manager or 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. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 90 Any committee created by the Directors shall appoint a chairman and shall establish Terms of Reference for clarity of its proceedings and subject to any such conditions, the proceedings of a committee with 2 or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying. The committee shall submit reports of their activities to the Board as specified on creation of the committee and on demand.
- 91 Save as provided in Article 92, no Director shall be entitled to remuneration for his services as a Director. The Directors may be paid all reasonable expenses properly incurred in connection with the discharge of their duties in line with the expenses policy.
- 92 The Board shall have the power to take furnished offices and pay for the use by the Company. The Board shall have power to appoint and pay for a Secretary, Business Development Manager and such other human resources as may be found necessary for the due conduct of the Company's business. The Board shall also have the power at their discretion to terminate the engagement of such officers as may have been appointed by them.

CHAIRMAN

- 93 The Board shall at its first meeting following the relevant Annual General Meeting elect one director from amongst its number as Chairman who subject to these Articles shall hold office from the close of the Meeting at which he is elected.
- 94 The Board shall at its first meeting following the relevant Annual General Meeting elect from amongst its number one or more Deputy Chairmen who subject to these Articles shall hold office from the close of the meeting at which he is or they are elected until the close of the meeting which his or their successor(s) is or are elected under this Article.
- 95 Subject to Articles 71 and 72 the usual term of office of the Chairman shall be 3 years from the close of the Board Meeting at which he is elected. A

retiring Chairman may stand for re-election but for one further year only. Thereafter at least 3 years shall elapse before he may stand for election for a further term as Chairman.

- 96 The Board may remove the Chairman or any Deputy Chairman from office as Chairman or Deputy Chairman but not as a Director as follows:
- 96.1 at any time during his/her term of office any 4 our Directors may requisition the Secretary, and upon requisition the Secretary shall include in the notice of the next Meeting of the Board a resolution proposing that the term of office for the Chairman or Deputy Chairman shall be determined at the end of the Board Meeting at which the resolution is proposed;
 - 96.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chairman or Deputy Chairman to be heard;
 - 96.3 the Meeting will for the purposes of that resolution be chaired by a Director elected for that purpose by the Board;
 - 96.4 if the said resolution is passed, the Board shall forthwith appoint a replacement who shall hold office for the unexpired residue of the term of his predecessor.

BUSINESS DEVELOPMENT MANAGER

- 97 The Business Development Manager is a position and role of the Company at Director level, although the person appointed shall not be a board director unless they agree and are appointed by the Board. The Business Development Manager holds the responsibility for business development and general operation of the Company.
- 98 The Business Development Manager shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Business Development Manager so appointed may be removed by it. The Board may from time to time by resolution appoint an assistant or deputy to the Business Development Manager and any person so appointed may act in place of the Business Development Manager, if there be no Business Development Manager capable of acting.
- 99 The Business Development Manager shall not also be Secretary.

100 If appointed as a Director of the Company, the Business Development Manager shall exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Business Development Manager. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

SECRETARY

101 Subject to the provisions of the Act, 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 Company to ensure that the documentation of the Company is in order, that all returns required by the Act are duly made, and that the Company's own register and records are properly maintained, and (save in so far as the responsibility falls on some other member or the Business Development Manager) practical effect is given to decisions of the Board.

TREASURER

102 A Treasurer shall be appointed whose duties shall be those usually associated with the office of a treasurer and maintain a proper set of books and accounts and be responsible for all monies in the hands of the Company.

FINANCIAL

103 The Board shall make suitable arrangements to receive all monies due to the Company, make duly authorised payments on its behalf, maintain appropriate accounts with bankers appointed for the purpose and maintain a proper set of books and accounts and be responsible for all monies in the hands of the Company. All cheques issued in the name of the Company shall be signed in accordance with the mandate held by the Company's Bankers. A list of signatories will be approved by the Board. All cheques or online banking requirements shall require 2 signatures or online banking authorisations (if possible).

OFFICERS AND AGENTS

104 The Board shall have powers at its discretion to employ any person or to appoint consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Company.

105 The Board may give or award pensions, annuities, gratuities, and superannuations or other allowances or benefits to any persons who are or have at any time been employed by the Company and to the wives, children or other relations and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.

PATRON

106 The Board may from time to time appoint, remove or replace a person or persons to be a Patron of the Company to fulfil such role or carry out such duties as are agreed between the Board and the person to be appointed. The Board may extend to such Patron(s) such privileges as it determines.

PRESIDENT

107 The Board may from time to time appoint, remove or replace a person to be the President of the Company to fulfil such role or carry out such duties as are agreed between the Board and the person to be appointed. The Board may extend to such President such privileges as it determines.

BY-LAWS

108 The Board shall have power to make, alter or revoke By-laws which are not inconsistent with these Articles.

109 Without prejudice to the generality of the foregoing By-laws may be made, altered or revoked in connection with:

109.1 Membership;

109.2 Subscriptions;

109.3 Committees;

109.4 Proceedings of the Board.

DIRECTORS INTEREST IN TRANSACTIONS

110 Subject to the provisions of the Act and provided that he has first disclosed to the Board the nature and extent of any material interest ("Interest") of his, a Director notwithstanding his office:

- 110.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 110.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Company or in which the Company is otherwise interested; and
- 110.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit,

Provided always that a Director may not vote on any resolution or matter or be involved in any decision in respect of such matter in which he has an Interest and if he so votes his vote shall not be counted whether on a show of hands or on a poll.

111 For the purposes of Article 110:

- 111.1 a general notice given to the Board that a Director is to be regarded as having an Interest of the nature and extent specified in the notice in 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;
- 111.2 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; and
- 111.3 a Director shall not be deemed to have an Interest in any matter or transaction the subject matter of Article 110 unless he or any person connected with him shall derive or be likely to derive a financial or other benefit therefrom. For this purpose "connected person" shall bear the meaning set out in the Act.

DIRECTORS CONFLICTS OF INTEREST

112 The Board may, in accordance with the requirements set out in these Articles, authorise any matter proposed to them by any Director which

would, if not authorised, involve a Director breaching his duty under Section 175 of the Act to avoid conflicts of interest ("Conflict").

- 113 Any authorisation under these Articles will be effective only if:
- 113.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - 113.2 any requirement as to the quorum of the meeting of Directors at which the matter is considered is met without counting at present the Director in question;
 - 113.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted;
 - 113.4 at least 75% of the total number of Directors vote in favour.
- 114 Any authorisation of a Conflict under these Articles may (whether at the time of giving the authorisation or subsequently):
- 114.1 extend to any actual or potential conflict of interest which may be reasonably expected to arise out of the Conflict so authorised;
 - 114.2 be subject to such term and for such direction or impose such limits or conditions as the Directors may determine; and
 - 114.3 be terminated or varied by other Directors at any time,
- provided that this will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 115 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement with the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
- 115.1 disclose such information to the Directors or to any Director or other officer or employee of the Company; or

115.2 use or apply any such information in performing his duties as a Director;

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

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

116.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

116.2 is not given any documents or other information relating to the Conflict;

116.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

117 If the Directors authorise a Conflict:

117.1 the Director will be obliged to conduct himself in accordance with the terms imposed by the Directors in relation to the Conflict;

117.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

118 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director) to account to the Company for any remuneration, profit or other benefit which he (or the Member through which he is qualified to be a Director) derives from or in connection with the relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

MINUTES

119 The Board shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of the Company, and of the Board and Committees, including the names of Board or committee members present at each such meeting.

- 120 All minutes shall be retained for not less than 10 years and shall be open to inspection by any Director and any Committee. The Board may make the minutes available for inspection by the Members shall also be open to inspection by Members. The Board may specify that any minutes or sections of the minutes should not be available for inspection if they contain information which is confidential or commercially sensitive information (whether of the Company, or of any person dealing with the Company, or of any Member).

THE SEAL

- 121 Any common seal may only be used by the authority of the Directors.
- 122 The Directors may decide by what means and in what form any common seal is to be used.
- 123 Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 124 For the purposes of this article, an authorised person is:
- 124.1 any Director of the company;
 - 124.2 the Secretary (if any); or
 - 124.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.
- 125 The Secretary shall keep a register of all documents executed by the Company on its own behalf by affixing of the Seal and a register of all export related documents to which the Seal is affixed by way of authentication in the ordinary course of routine business.

ACCOUNTS

- 126 The accounting records and any other book or document shall be open to the inspection of any Director or Secretary. No other person shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by any ordinary resolution of the Company.

AUDITORS

- 127 Auditors may be appointed and their duties regulated in accordance with the Act. The Auditors shall have the right at their discretion to attend any meeting of the Board.

NOTICES

- 128 Any notice to be given pursuant to the Articles shall be in writing.
- 129 The Company may give any notice to a Member or the Auditors either:
- 129.1 by delivering it by hand to the last known address;
 - 129.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address;
 - 129.3 by fax to a fax number notified to the Company;
 - 129.4 by electronic communication to an address notified to the Company;
 - 129.5 by a website the address of which shall be notified to the Member or Auditor in writing.
- 130 If a notice is:
- 130.1 sent by post or other delivery service proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of 48 hours after the envelope containing it was posted;
 - 130.2 delivered by hand, it is treated as being delivered at the time it is left at the address registered for that person;
 - 130.3 sent by fax, it is treated as being delivered at the time it was sent;
 - 130.4 sent by Electronic Communication, it is treated as being delivered at the time it was sent;
 - 130.5 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.

131 A Member present, either in person or by proxy, at any general meeting of the Company shall be deemed to have received notice of that meeting and the purpose for which it was called.

INDEMNITY

132 Subject to section 232 of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.

133 The Company may buy and maintain insurance for itself and the Directors and other officers against any liability falling upon its Director or other officers which arises out of their respective duties to the Company or in relation to its affairs, including Public Liability Insurance. It will be the duty and responsibility of the appointed Treasurer to ensure that this insurance is maintained and appropriate. The purchase of such insurance shall be stated in the Directors' Report in accordance with the provision of the Act.

