

COMPANY NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE TORQUAY CHAMBER OF COMMERCE LIMITED

EACH SUBSCRIBER TO THIS MEMORANDUM OF ASSOCIATION WISHES TO FORM A COMPANY UNDER THE COMPANIES ACT AND AGREES TO BECOME A MEMBER OF THE COMPANY

NAME OF EACH SUBSCRIBER

MRS SUSAN COLLEY

SIGNED ;

13TH JUNE 2017

COMPANIES ACTS 2006-2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF TORQUAY CHAMBER OF COMMERCE AND INDUSTRY

PART 1
INTERPRETATION LIMITATION OF LIABILITY AND OBJECTS

Defined terms

1. In the articles, unless the context requires otherwise—
- "articles" means the Chamber's articles of association;
 - "bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - "Board" shall mean the board of directors of the Chamber including co-opted members of it;
 - "chair" has the meaning given in article 13;
 - "chair of the meeting" has the meaning given in article 48;
 - "Chamber" shall mean the company;
 - "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
 - "director" means a director of the Chamber, and includes any person occupying the position of director, by whatever name called;
 - "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
 - "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
 - "member" shall mean any member of the Chamber for the time being;
 - "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;
 - "participate", in relation to a directors' meeting, has the meaning given in article 11;
 - "proxy notice" has the meaning given in article 54;
 - "special resolution" has the meaning given in section 283 of the Companies Act 2006;
 - "subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and
 - "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Chamber.

Liability of members and Objects

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Chamber 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:-
- (a) payment of the Chamber's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.
3. The objects for which the Chamber is established are:
- (1) To promote and protect the home and overseas trade and commerce, shipping and manufacturing of the United Kingdom, and, in particular, of Torquay and its environs, to originate, promote and carry out, and to co-operate with any person, body corporate, social enterprise or any other form of organisation or association whatsoever in originating, promoting or carrying out any scheme or plan for promoting Torquay and its environs and to that end to provide an association of business people, professional people, trades people 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 Torquay and its environs.
 - (2) The collection and dissemination of statistical and other information relating to trade, commerce, shipping and manufacturing.
 - (3) The promoting, supporting, or opposing legislative or other measures affecting such interests.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. Subject to the articles, the Board is responsible for the management of the Chamber's business and affairs, for which purpose they may exercise all the powers of the Chamber including formulating policies for the Chamber dealing with:
- (1) powers of directors and officers to bind the Chamber;
 - (2) the management of contracts to which the Chamber is party;
 - (3) the preparation and agreement of an annual business plan and budget;
 - (4) human resources;
 - (5) management of the Chamber's affairs including its expenses policy, business risk assessment and policy review;

- (6) dealing with all matters of procedure in relation to the election or co-option of directors and the admission of members or the termination of membership of any member save to the extent specifically provided in these articles;
- (7) formulating the role and responsibilities of the President, Vice-Presidents, Chair and Vice-Chair of the Chamber.

Members' reserve power

- 5.(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- 6.(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
 as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 7.(1) Committees may include committees dealing with Remuneration, Appointments, Finance and Operations and any other committee as deemed appropriate by the directors.
- (2) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (3) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

Unanimous decisions

- 9.(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other in writing that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

- 10.(1) Any director or the Chief Executive may call a Board meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (2) Notice of any Board meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Board meeting must be given to each director, but need not be in writing.
- (4) Notice of a Board meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Chamber not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 11.(1) Subject to the articles, directors participate in a Board meeting, or part of a Board meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a 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.

Quorum for directors' meetings

- 12.(1) At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Board meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is four.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision in relation to the steps required to enable the members to appoint further directors.

Chairing of directors' meetings

- 13.(1) The directors shall annually appoint a member of the Board to chair their meetings.
- (2) The person so appointed for the time being is known as the Chair.
- (3) They shall also appoint a Vice Chair who shall chair meetings of the Board if the Chairman is not present.
- (4) The directors may terminate the Chair's or Vice Chair's appointment at any time.
- (5) If the Chair or Vice Chair is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 14.(1)** If the numbers of votes for and against a proposal are equal, the Chair, Vice Chair or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the Chair, Vice Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 15.(1)** If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Chamber in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:-
- (a) the director's interest is considered by the Board to be permitted by any policy on conflicts of interest adopted by the Board from time to time.
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest
- (4) For the purposes of this article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- (5) Subject to paragraph (6), if a question arises at a meeting of the Board or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair or the Vice Chair (or other director chairing the meeting) whose ruling in relation to any director other than the chairman of the meeting is to be final and conclusive.
- (6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair or the Vice Chair (or other director chairing the meeting), the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

- 16.** The directors must ensure that the Chamber keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

- 17.** Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Remuneration and Expenses

- 18.(1)** The Board shall formulate the policy of the Chamber from time to time as to how directors may receive remuneration for services which they (or any body corporate or other organization or association in which they may be interested) may provide to the Chamber from time to time (except in relation to their role as a director of the Chamber). Such policy shall be posted on any website of the Chamber from time to time.
- (2) The Board shall formulate the policy of the Chamber from time to time as to how directors may be paid expenses properly incurred in the performance of their duties. Such policy shall be posted on any website of the Chamber from time to time.

THE BOARD AND APPOINTMENT OF DIRECTORS**The Board**

- 19.(1)** The Board shall consist of not less than six nor more than 10 members (or representatives of members) who shall be elected in accordance with the provisions of articles 24 and 25.
- (2) The Chair and Vice Chair (who shall be directors) shall be elected annually by the Board for a maximum of six years but each of whom may offer themselves for re-election on more than one occasion.
- (3) The Board may invite or co-opt (and so appoint as a director) a maximum of 3 persons or representatives of any body corporate or incorporate or other organisation as a director of the Chamber. Any such co-opted director must stand for election as a director at the Annual General Meeting following their co-option. If not elected they may not be co-opted to the Board during the period of one year from the date of such Annual General Meeting.
- 20.** The Board may from time to time and at any time appoint any member (or representative of 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 be exceeded. Any director so appointed shall retain their office only until the next Annual General Meeting, but they shall then be eligible for re-election.

Rotation of the Directors

- 21.** 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.
- 22.** 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.
- 23.** The Chamber may, at the meeting at which a director retires in accordance with articles 21 and 22, fill up the vacated office by electing a person to it, and in default the retiring director 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.
- 24.** The election of directors shall be determined by a ballot of members to be made prior to the relevant Annual General Meeting in accordance with such procedures as the Board may determine from time to time.
- 25.** The Board shall also determine the procedures under which any candidate for the office of director of the Chamber shall be proposed by such number of members as those procedures shall stipulate.
- 27.** Any director of the Chamber who has served as a director for a continuous period of 9 years shall thereafter be required to submit themselves for re-election annually in order to remain as a director of the Chamber. In so doing they shall not be counted in determining the number of directors to retire by rotation in accordance with Articles 21 and 22. Any director who is not re-elected on to the Board in such circumstances may thereafter either be re-elected at any time or be co-opted as a director in accordance with the articles after a period of one year has elapsed from the Annual General Meeting at which he was not re-elected.

Termination of director's appointment

- 28.** A person ceases to be a director as soon as:-
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that person gives a written opinion to the Chamber stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Chamber from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) that person ceases to be a member or the member of which he/she is a representative ceases to be a member;
- (h) the Board resolves that that person has breached any Code of Conduct adopted by the Board from time to time for directors and determines that that person shall cease to be a director;
- (i) that person shall for more than six consecutive months have been absent from Board Meetings and the Board resolves that his position should be vacated;
- (j) at the conclusion of the next following Annual General Meeting after they attain the age of seventy provided that nothing shall prevent the appointment of a director at any age or shall require a director to vacate office at any time by reason of age if their appointment is or was made or approved by the Chamber in general meeting and the notice of the resolution given to the Chamber and by the Chamber to the members states or stated the age of the person to whom it relates.

PART 3
PRESIDENTS, VICE-PRESIDENTS AND CHIEF EXECUTIVE

- 29.** The Board may appoint a President of the Chamber upon such terms as it thinks fit. The President from time to time may be removed by resolution of the Board.
- 30.** The three immediately preceding past Chairs of the Chamber may, if willing, be appointed as Vice Presidents of the Chamber. A Vice President's office may be terminated by resolution of the Board. If there shall be three Vice Presidents on the occasion that any chair steps down and is to become a Vice President, the longest serving Vice President shall cease to hold office.
- 31.** The President and any Vice Presidents shall not be directors of the Chamber. They shall perform such functions as the Board may from time to time determine. They may be invited to attend and speak at meetings of the Board but shall not be entitled to vote.
- 32.** The Chief Executive of the Chamber (if any) shall be appointed by the Board from time to time at such remuneration and on such terms as the Board may decide.

PART 4
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Membership

- 33.** The number of members is unlimited.
- 34.** Membership shall be open to:
 - (1) individuals who are in business on their own account;
 - (2) companies, corporations, partnerships and other organisations engaged or interested in commerce, industry, trade or transport;
 - (3) members of professions who have an interest in commerce, industry, trade and transport;
 - (4) any other individuals, companies, corporations, partnerships, charities or other organisations which the Board may in its absolute discretion admit to membership.
- 35.** The Board may admit to Honorary Membership of the Chamber for such period as it may determine:-
 - (1) individuals who the Board considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade, transport or public service generally;
 - (2) individuals who the Board considers have rendered special service to the Chamber, or to the Chamber movement or to Torquay and its environs
- 36.** An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings, to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall they be or be deemed to be a member liable to contribute any amount on the winding-up of the Chamber.
- 37.** All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the articles of the Chamber if elected) as the Board may in its absolute discretion from time to time prescribe.
- 38.** The election of members shall be by resolution of the Board which (save as specified in these articles) 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.
- 39.** A member may terminate membership by giving notice in writing not later than the day before the day when their subscription shall next be due. The membership is non refundable annual subscription.
- 40.** 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:-
 - (1) if being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction, or if it suffers the appointment of an administrator or receiver or any analogous circumstances in any other jurisdiction;
 - (2) if being an individual he/she is adjudicated bankrupt;
 - (3) if he/she suspends payment or compounds with creditors;
 - (4) if being an individual he/she is or may be suffering from mental disorder and either:
 - (a) he/she 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
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs;
 - (5) if he/she or it fails to pay the prescribed subscription within one month of the due date
- 41.** The Board may expel any member at any time provided that:
 - (1) 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

- (2) 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.

42. The annual subscription to the Chamber 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.
43. 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.
44. The interest and rights of a member are personal only and not transferable or transmissible on death, bankruptcy or dissolution.
45. Members shall be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 46.(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) 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.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) 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.

Quorum for general meetings

47. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for general meetings shall be no less than 6 directors and no less than 3 other members of the public.

Chairing general meetings

- 48.(1) At the Annual General Meeting the President, the most senior Vice President present, the Chairman or Vice Chair (in that order) shall chair the meeting.
- (2) At any other general meeting the Chair or Vice Chair (in that order) shall chair the meeting.
- (3) If none is present, the Board may appoint any director present to chair the meeting.
- (4) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

- 49.(1) Directors and members may attend and speak at general meetings, whether or not they are members.
- (2) The chair of the meeting may permit other persons who are not members of the Chamber to attend and speak at a general meeting.

Adjournment

50. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chair of the meeting may adjourn a general meeting at which a quorum is present if:-
- (a) the meeting consents to an adjournment, or
- (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chair of the meeting must:-
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Chamber must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- (a) to the same persons to whom notice of the Chamber's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

51. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. Each member organisation has only one vote, regardless of the number of attendees from the member organisation.

Errors and disputes

- 52.(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

Poll votes

- 53.(1) A poll on a resolution may be demanded:-
- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:-

- (a) the chair of the meeting;
 - (b) the directors;
 - (c) five or more persons having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:-
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of proxy notices

- 54.(1)** Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Chamber in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:-
- (a) 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
 - (b) 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.

Delivery of proxy notices

- 55.(1)** A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Chamber by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- 56.(1)** An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- (a) notice of the proposed amendment is given to the Chamber in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 5
ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 57.(1)** Subject to the articles, anything sent or supplied by or to the Chamber under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Chamber.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Chamber that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 58.(1)** Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Chamber 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.
- (4) For the purposes of this article, an authorised person is:-
- (a) any director of the Chamber;
 - (b) the Chamber secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

- 59.** With the prior approval of the Board a member may inspect any of the Chamber's accounting or other records or documents.

Provision for employees on cessation of business

- 60.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the Chamber or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Chamber or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 61.(1)** Subject to paragraph (2), a relevant director of the Chamber or an associated company may be indemnified out of the Chamber's assets against:-
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber or an associated company,

- (b) any liability incurred by that director in connection with the activities of the Chamber or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Chamber or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article:-

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

62.(1) The directors may decide to purchase and maintain insurance, at the expense of the Chamber, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:-

- (a) a "relevant director" means any director or former director of the Chamber or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Chamber, any associated company or any pension fund or employees' share scheme of the Chamber or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Dissolution

63. 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 these Articles, 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.

19th April 2017

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against— (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company, (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), (c) any other liability incurred by that director as an officer of the company or an associated company. (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law. (3) In this article— (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and (b) a "relevant director" means any director or former director of the company or an associated company.

Objects Clause The objects for which the Chamber is established are:

- (1) To promote and protect the home and overseas trade and commerce, shipping and manufacturing of the United Kingdom, and, in particular, of Torquay and its environs, to originate, promote and carry out, and to co-operate with any person, body corporate, social enterprise or any other form of organisation or association whatsoever in originating, promoting or carrying out any scheme or plan for promoting Torquay and its environs and to that end to provide an association of business people, professional people, trades people 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 Torquay and its environs.
- (2) The collection and dissemination of statistical and other information relating to trade, commerce, shipping and manufacturing.
- (3) The promoting, supporting, or opposing legislative or other measures affecting such interests

Non-Profit Distribution Clause

The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the Articles of Association and no portion therefore shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no Executive Committee member shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss. (2) In this article— (a) a "relevant director" means any director or former director of the company or an associated company, (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

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Companies Act 2006

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

Torquay Chamber of Commerce Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Subscriber: Mrs Susan Colley

Authentication: Authenticated Electronically

Dated: 22nd May 2017