

Company Registration Number : 0322528

The Companies Act 2006

Private company limited by

guarantee without share capital

**New
Articles of Association of**

Chambre de Commerce Française de Grande-Bretagne Limited

Adopted 8th July 2013

**Lincoln House
300 High Holborn
London
WC1V 7JH**

Private company limited by guarantee without share capital

Articles of Association of

Chambre de Commerce Française de Grande-Bretagne Limited (the “Chamber”)

Table C as prescribed by regulations made by the Secretary of State so far as applicable and as in force at the date of Chamber’s adoption of articles on 6 February 2006 shall, save as excluded or modified by these articles, constitute the Chamber’s articles in the same manner and to the same extent as if articles in the form of that Table (as herein excluded or modified) had been duly registered.

1. INTERPRETATION

1.1 Definitions

“the Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
“Advisory Council”	means the committee established pursuant to article 17;
“Additional Director”	means a director who is not a senior Executive of a Member and who is not the Managing Director or the Treasurer
“Affiliate Status”	has the meaning given in article 28;
“Anniversary Date”	means in respect of each Member the day and month of the date of his commencement as a Member in each year following while he remains Member;
“Applicant”	means any person who applies in accordance with article 2 to become a Member;
“Appeal”	means an appeal allowed by the Articles;
“Articles”	means the Articles of Association from time to time in force of the Chamber and “article” means a clause thereof;
“Board”	means the board of directors of the Chamber;
“Chamber”	means the Chambre de Commerce Francaise de Grande Bretagne Limited;
“Clear Days”	means in relation to the period of notice that period excluding the day when the notice is given or deemed given and the day for which it is given or on which it is to take effect;
“Corporations”	means companies, limited liability partnerships, corporations and partnerships;
“Councillors”	means the members immediately prior to adoption of these articles of the Council of the Chamber and the members from time to time of the Advisory Council;
“Deputy President”	means the person from time to time holding office as Deputy

	President of the Chamber pursuant to these articles;
“director/s”	means the person/s from time to time holding office as directors of the Chamber pursuant to these articles;
“Main Representative”	means the representative of a Member nominated under or deemed by article 2.5 to be the corporate representative of the Member;
“Managing Director”	means the person from time to time holding office as Managing Director pursuant to these articles;
“Member”	means any corporation which has been duly admitted as a member of the Chamber (including any class of membership) in accordance with these articles and whose name is duly recorded in the register kept for that purpose pursuant to these articles and “Membership” shall be construed accordingly;
“Member Director”	means a director who is a senior Executive of a Member and who is not the Managing Director or the Treasurer;
“Office”	means the registered office of the Chamber.
“President”	means the person from time to time holding office as President of the Chamber pursuant to these articles;
“the Seal”	means the common seal of the Chamber;
“Secretary”	means the secretary of the Chamber or any other person appointed to perform the duties of the secretary of the Chamber, including a joint, assistant or deputy secretary;
“Subscriber”	means the original subscriber to the memorandum of association of the Chamber;
“Treasurer”	means the person from time to time holding office as Treasurer pursuant to these articles;
“the United Kingdom”	means Great Britain and Northern Ireland.

1.2 The expression ‘duly authorised representative’ when used in these articles means in relation to a Member, an individual duly authorised by these articles or by a Member in writing under Section 323 of the Act as the Member’s representative at a meeting;

1.3 For the purposes of these articles the use of any gender includes any other gender. Use of the plural number shall include the singular number and vice versa. References to persons includes natural persons and Corporations.

1.4 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Chamber.

2. MEMBERSHIP

2.1 The Chamber shall have the following classes of Membership:-

2.1.1 **Active Membership** which shall be open to Corporations who apply for Membership in any class who agree to support the objects of the Chamber; and

2.1.2 **Corporate Membership** which shall be open to Corporations who agree to support the objects of the Chamber by committing to active participation in the activities of the Chamber; and

2.1.3 **Patron Membership**, which shall be open to Corporations who have demonstrated their support for the objects of the Chamber over a period of at least two subscription years by their active participation in the activities of the Chamber;

and in each case who have applied for Membership in accordance with article 2.3 and have been admitted by resolution of the Board to such category of Membership and who have paid or agreed to pay a subscription of such amount, calculated in such manner and payable on such date or dates as shall from time to time be fixed in relation to that category of membership by the Board. Membership shall not be open to individuals.

2.2 Any admission of an Applicant as a Member shall be subject to ratification by the Board. The Board may refuse to ratify Membership without giving reasons for such refusal but where the Board refuses to ratify, the Applicant may appeal in accordance with article 27.

2.3 All applications for Membership in any class shall be in writing in the form prescribed for that purpose by the Board, signed by or on behalf of the Applicant and addressed to the Managing Director.

2.4 Every Member shall be entitled to nominate the following number of representatives as a privilege of Membership of which one shall be its Main Representative and any further representatives that a Member wishes to appoint shall then be subject to payment to the Chamber of such periodical fees for each additional appointment as may be specified by the Chamber from time to time.

Active Member – one

Corporate Members – up to five

Patron Members – up to ten

The number of representatives appointed or capable of being appointed by a Member under these articles shall not determine or affect the number of votes exercisable by that Member which shall be as provided elsewhere in these articles.

2.5 Every Member shall nominate and authorise in writing a senior executive as its Main Representative and each Member shall give details of that nominee to the Managing Director. Without prejudice to the Member's obligation to comply with this article, in default of nomination by a Member of its Main Representative the Chamber shall assume that the managing director or failing such person, the chairman, or failing such person, the chief executive officer or failing such person any other officer of the Member deemed by the Managing Director of the Chamber to be equivalent, is the Main Representative for the Member. The Member's right to attend and be heard as well as to vote at, a meeting of the Chamber shall be exercisable by its Main or other duly authorised Representative or by its proxy.

2.6 Every Member shall be bound by the Articles and by the memorandum of association of the Chamber and by all bye-laws, regulations and directions made thereunder and from time to time in force.

2.7 Membership of the Chamber is non-transferable.

2.8 The directors shall keep or cause to be kept a register of names and addresses of the Members and their respective class of membership showing the date on which a Member became a Member and also the date on which a Member ceases to be a Member of the Chamber. The register shall also show the names and addresses of the representatives of the Member appointed under article 2.4 and 2.5 and their dates of appointment and cessation of appointment. The register of members shall be open to the inspection of Members during normal office hours by prior arrangement with the secretary.

2.9 Each Member shall pay an annual subscription of such sum as the Board may from time to time specify for his class of Membership payable in full on commencement of Membership and on each Anniversary Date. Subscriptions may be reviewed from time to time and the Member shall pay the rate of subscription for the relevant class of Membership at the annual rate from time to time in force. Annual

subscriptions shall be non-returnable. The subscription year shall run from 1 January to 31 December in each year or such other dates as the Board may from time to time determine in respect of a Member or Members.

- 2.10 Where a Member upgrades his Membership category during the course of a subscription year, any subscription paid in respect of that subscription year shall be credited against any subscription due in respect of the new category of Membership and the balance only shall be payable by the upgrading member.
- 2.11 No Member shall vote at any general meeting either in person or by proxy or be entitled to any other privilege of Membership (including access to Chamber premises as a Member) unless all monies presently payable by him in respect of his Membership have been paid. If a Member fails to pay any such amount in full after such payment has been twice demanded in writing, the Board may cancel his Membership at any time following 14 days from the date of the second demand.
- 2.12 Except in respect of business of the Chamber and with the approval of the Board or the prior written consent of the Managing Director, no person may use the name or reputation of the Chamber for any advertising, publicity or other commercial purposes.

3. TERMINATION OF MEMBERSHIP

- 3.1 Membership of the Chamber shall cease automatically upon the happening of any of the following events unless the Board otherwise resolves:-
 - 3.1.1 The Board has reasonable cause to believe that the Member is not carrying on business or in operation (and for this purpose the Board may send to the Member at its last known business or operating address by post a letter enquiring whether the Member is carrying on business or in operation and, if the Board does not within one month of sending the letter receive any answer to it, the Board may at any time thereafter cancel Membership on the basis that the Member has ceased to exist or is deemed to have ceased to exist for the purposes of this article).
 - 3.1.2 The Member shall give to the Chamber not less than 3 months' notice in writing that it resigns its Membership to expire on the Anniversary Date.
 - 3.1.3 The Member passes a resolution for its winding up (otherwise than for the purposes of a solvent re-organisation or other purposes not connected or brought about by insolvency) or in any case if the Member makes any arrangement or compounds with its creditors by reason of its inability to pay its debts as they fall due or any equivalent process occurs in relation to the Member in any jurisdiction in which the Member is established.
 - 3.1.4 The Member otherwise ceases to be qualified for Membership under these articles.
- 3.2 The Board may by resolution suspend or expel a Member if that Member or any representative of the Member shall have committed a breach of these articles or shall have so conducted itself or gained such notoriety as, in the opinion of the Board, to render it detrimental to the Chamber for that Member to continue as a Member of the Chamber. In an appropriate case the Board may by the same resolution suspend or expel a representative of a Member as an alternative to suspension or expulsion of a Member but any such resolution shall be without prejudice to any subsequent sanction against the Member under this article. A Member subject to sanction under this article shall be entitled to be heard on any such resolution at the meeting and to make with respect to the resolution, representations in writing to the Board (not exceeding a reasonable length) to be received by the Managing Director at least 36 hours before the date on which the meeting is to be held in respect of the resolution. A decision by the Board under this article 3.2 shall be subject to appeal by the Member but not by a representative of a Member.
- 3.3 The Board may with the agreement of the Member reinstate Membership either conditionally or unconditionally or on such terms as the Board thinks fit.

- 3.4 A Member whose Membership has ceased for any reason shall remain liable to pay to the Chamber any unpaid amount which is payable in respect of its Membership and any other sums for which liability arose prior to its Membership ceasing which shall be non-returnable.

4. GENERAL MEETINGS

- 4.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2 The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall proceed to convene an extraordinary general meeting for a date not later than that required by section 304 of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Chamber may call a general meeting.
- 4.3 The Chamber shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Chamber and that of the next.
- 4.4 At each annual general meeting, in addition to any other business that has been specified in the notice to be transacted at the meeting, the Chamber shall:-
- 4.4.1 agree the minutes of the preceding annual general meeting;
 - 4.4.2 consider the accounts and balance sheet of the Chamber as at the last preceding accounting reference date;
 - 4.4.3 consider the report of the auditors of the Chamber and any reports laid before it by the Board;
 - 4.4.4 appoint or confirm the reappointment of the auditors and fix their remuneration;
 - 4.4.5 attend to the election of officers in accordance with the Articles (and any notices given).

5. NOTICE OF GENERAL MEETINGS

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one Clear Days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 5.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - 5.1.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.3 The notice shall be given to all the Members and to the auditors.
- 5.4 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.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any meeting unless a quorum is present. Subject to article 6.3 in the case of a second adjournment of a meeting 15 persons each entitled to vote upon the business to be transacted or, where the number of persons capable of constituting a quorum is less than 15, one-tenth of the total number of persons entitled to vote upon the business to be transacted, each being the authorised representative of a Member or a proxy for a Member shall be a quorum. A duly authorised representative of a Member is entitled to exercise on behalf of the Member appointing him the same powers at a meeting as the Member could exercise if it were an individual member of the Chamber.
- 6.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of Members, shall be dissolved but in any other case shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 6.3 If at such adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the holding of the meeting, the meeting shall once again adjourn to the same day in the next following week at the same time and place or to such other time and place as the Board shall appoint and if at such further adjourned meeting, a quorum is not present within 30 minutes from the time appointed for holding the meeting, the meeting shall be quorate if at least two Members who are entitled to attend and vote at the meeting are present by their duly authorised representatives or by proxy.
- 6.4 The President or in his absence the Deputy President or in the absence of either, some other director nominated by the directors shall preside as chairman of the meeting, but if neither the President, Deputy President nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall choose a director present to chairman and, if there is only one director present and willing to act, he shall be chairman.
- 6.5 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number who is willing to act to be chairman.
- 6.6 A director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 6.7 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 6.8.1 by the chairman; or
 - 6.8.2 by at least five Members having the right to vote at the meeting or their proxies; or
 - 6.8.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting or their proxies.
- 6.9 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.

- 6.10 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.
- 6.11 A poll shall be taken within 30 days of being demanded 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.
- 6.12 Save as provided in article 11.1, in the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 6.13 No poll may be demanded on the election of a chairman or on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a 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.
- 6.14 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 6.15 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.
- 6.16 The number of Members necessary for a requisition under sub-section 376(1) of the Act shall be four Members having at the date of the requisition a right to vote at the meeting to which the requisition relates each of which shall sign the requisition either as proposer or seconder and the notice given pursuant to any such requisition shall include the names of the requisitionists in relation to that resolution.

7. VOTES OF MEMBERS

- 7.1 Each Member present by its duly authorised representative shall have one vote on a show of hands. On a poll (and whether present by its duly authorised representative or by proxy), every Patron Member shall have five votes and every Corporate Member and every Active Member shall have one vote.
- 7.2 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.
- 7.3 A person who is entitled to attend and vote at general meetings of the Chamber may attend and vote by proxy. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in any form which the directors prescribe or any other form which is usual or which the directors may approve.
- 7.4 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Managing Director may:
- 7.4.1 In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Chamber in relation to the meeting not less than 48 hours before the time

- for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 7.4.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- 7.4.2.1 in the notice convening the meeting, or
- 7.4.2.2 in any instrument of proxy sent out by the Chamber in relation to the meeting, or
- 7.4.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Chamber in relation to the meeting,
- 7.4.3 be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- 7.4.4 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 7.4.5 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, 'address', in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 7.5 A vote given or poll demanded by proxy or by the duly authorised representative of a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Chamber at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE BOARD OF THE CHAMBER

8. NUMBER AND COMPOSITION OF THE BOARD

- 8.1 The supreme governing council of the Chamber shall be its board of directors duly appointed in accordance with these articles and holding office as directors from time to time. Unless otherwise determined by ordinary resolution of the Members, the minimum and maximum number of directors shall be:
- 8.1.1 not less than two persons; and
- 8.1.2 not more than eighteen persons (including the President, Deputy President, Managing Director and Treasurer (if any)) .
- 8.2 No person may hold office as a director of the Chamber unless he has attained the age of 25. A person may not be appointed a director of the Chamber if such appointment will commence after the person has attained the age of 70. A director shall retire from office at the annual general meeting next following his 70th birthday.
- 8.3 The directors of the Chamber shall be:

- 8.3.1 the President, Deputy President, Managing Director and Treasurer (if any), respectively appointed and holding such offices in accordance with Articles 18 and 14 who shall be designated by the office which they hold; and
 - 8.3.2 any other persons appointed and holding office as directors in accordance with these Articles.
- 8.4 Immediately upon the adoption of these articles, the existing directors (other than the Managing Director, the Treasurer and any director who continues in office as an Additional Director by virtue of Article 12.1.2) shall be designated Member Directors..

9. POWERS AND FUNCTIONS OF THE BOARD

- 9.1 Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Chamber shall be managed by the Board who may exercise all the powers of the Chamber. No alteration of the Memorandum of Association or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 9.2 The Board shall restrict the borrowings of the Chamber as directed by the Members in general meeting and shall secure that the aggregate principal amount (including any premium payable on final repayment) outstanding of all money borrowed by the Chamber shall not at any time, exceed £100,000 or such other amount as the Members may by ordinary resolution determine.
- 9.3 The power of the Board to invest the monies of the Chamber not immediately required for its purposes otherwise than by deposit with a United Kingdom or French bank or building society on terms of notice not exceeding 12 months shall be subject to ordinary resolution of the Members.
- 9.4 The functions of the Board shall include, without limitation:-
- 9.4.1 To determine issues concerning Membership including admission, suspension and expulsion of Members and representatives of Members;
 - 9.4.2 To appoint the Managing Director and the Treasurer;
 - 9.4.3 To invite persons to accept honorary positions in the Chamber;
 - 9.4.4 To commission and review reports relevant to the activities and interests of the Chamber from the Advisory Council and from any committees or sub-committees of the Board appointed for any purposes;
 - 9.4.5 To determine and effect all policy and strategic issues and initiatives and to represent the Chamber and its Members with regard to its objects as expressed by its memorandum from time to time.
 - 9.4.6 To prepare and approve a business plan and a budget for the Chamber.
- 9.5 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Chamber for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

10. DELEGATION OF DIRECTORS' POWERS

- 10.1 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to the Managing Director, the Treasurer or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

11. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11.1 Article 18 and article 14 shall apply as regards the President, the Deputy President and the Managing Director and the Treasurer and each shall be a director of the Chamber by virtue of that office. Save as aforesaid, directors shall be appointed and removed in accordance with the following provisions of this article 11.
- 11.2 Subject to the limitations in the next sentence, the directors may (but are not obliged to), at any time, appoint any person willing to act as a director as an Additional Director. No person may be so appointed an Additional Director if there are already two or more Additional Directors or if his appointment would result in there being more than two Additional Directors and no person may be so appointed an Additional Director unless he is a resident of the United Kingdom or France and is a person of eminence or repute who in the opinion of the directors will contribute to the business and reputation of the Chamber and who is not a senior executive of a Member.
- 11.3 At each annual general meeting one-third of the directors who are subject to retirement by rotation (which shall exclude the President, the Deputy President, the Managing Director and the Treasurer) or, if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 11.4 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office as directors of the Chamber but as between persons who became or were last reappointed directors on the same day, those who retire shall (unless they otherwise agree among themselves) be determined by lot.
- 11.5 If the Chamber, following a director's retirement by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 11.6 No person other than a director retiring by rotation shall be appointed or reappointed a director unless:
- 11.6.1 he is an individual aged between 25 and 70, resident in the United Kingdom or France; and
 - 11.6.2 he is a senior executive of a Member who has been nominated by such Member; and
 - 11.6.3 he is a member of the Advisory Council; and
 - 11.6.4 he is sponsored by two members of the Board and his candidature has been approved by the Board;
- unless he has been duly appointed in accordance with a procedure allowed by these articles, as President or Deputy President of the Chamber or as Managing Director or Treasurer or is an Additional Director.
- 11.7 Not less than seven nor more than sixty Clear Days before the date appointed for holding a vote of the Members on the appointment of a director, notice shall be given to all the Members who are entitled to vote on such appointment of any person (other than a director retiring by rotation) who is recommended by the directors for appointment or reappointment by the Members as a Member Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Chamber's register of directors.
- 11.8 Subject as aforesaid and provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors, the Chamber may by ordinary resolution at a general meeting, appoint a person who is willing to act to be a Member Director and who satisfies the criteria specified in Article 11.6 either to fill a vacancy or as an additional Member Director and may also determine the rotation in which any additional Member Directors are to retire.
- 11.9 The directors may appoint any member of the Advisory Council who is willing to act to be a Member Director, either to fill a vacancy or as an additional Member Director, provided that the appointment does

not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed, he shall vacate office at the conclusion of the annual general meeting at which he retires by rotation.

- 11.10 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 11.11 The candidates who receive the most votes shall, at the general meeting at which the results are announced, be declared duly elected. Subject to these articles, such number of candidates shall be elected as is necessary to fill the available seats on the Board. If there is an equality of votes, the names of the candidates having an equal number of votes shall be submitted to a ballot of the Members present at the general meeting at which those results are announced and the election shall be determined accordingly and not by casting vote of the Chairman of the meeting.
- 11.12 At no time may any Member have nominated or have in his employ, more than one serving director.
- 11.13 The office of director is personal. It is not transferable, transmissible or otherwise alienable and may not be delegated. Regulations 65 to 69 of Table C shall not apply to the Chamber and a director shall not be entitled to appoint an alternate.

12. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12.1 The office of a director shall be vacated if:
- 12.1.1 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
 - 12.1.2 in the case of a Member Director, he ceases to be a senior executive of a Member (including both where he ceases himself to be a senior executive and where the Member ceases to be a Member) and the Board resolves that his office be vacated and if the Board does not so resolve, he shall continue in office as an Additional Director;
 - 12.1.3 in the case of an Additional Director, he becomes be a senior executive of a Member (including both where he becomes a senior executive of an existing Member or an organisation of which he is already a senior executive becomes a Member) and the Board resolves that his office be vacated and if the Board does not so resolve, he shall continue in office as a Member Director or
 - 12.1.4 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 12.1.5 a registered medical practitioner who is treating him gives a written opinion to the Chamber stating that that he has become physically or mentally incapable of acting as a director and may remain so for more than three months, or
 - 12.1.6 he dies or resigns his office by notice to the Chamber; or
 - 12.1.7 he shall have failed to attend for more than three consecutive meetings without permission of the directors and the directors resolve that his office be vacated.

Save that the provisions of Article 12.1.2 and Article 12.1.3 shall not apply to any person holding office as a director by virtue of their office as Managing Director or Treasurer.

13. DIRECTORS EXPENSES

- 13.1 A director may be paid travelling, hotel, and other expenses properly incurred by him in connection with his attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Chamber or otherwise in connection with the discharge of his duties. Save as aforesaid and save as provided in article 14, no director shall be entitled to be paid any fees or reimbursed any expenses.

14. MANAGING DIRECTOR'S AND TREASURER'S APPOINTMENT

- 14.1 The directors shall appoint a person as a Managing Director, who shall upon appointment become a director of the Chamber, upon such terms as the directors determine and they may remunerate any such director for his services as they think fit.
- 14.2 The Managing Director shall be the executive officer of the Board to superintend and be responsible for the day to day administration of the Chamber and shall exercise such of the powers of the Board as may from time to time be delegated to him.
- 14.3 The directors may appoint a person as Treasurer, who shall upon appointment become a director of the Chamber. The Treasurer shall be responsible for all aspects of the finances and accounts of the Chamber and shall exercise such of the powers of the Board as may from time to time be delegated.
- 14.4 The Managing Director and the Treasurer shall not be subject to retirement by rotation but shall cease to hold office as director upon termination of his respective appointment as Managing Director or Treasurer.

15. DIRECTORS' INTERESTS

- 15.1 A director must disclose to the Board the nature and extent of any material interest of his. Subject to such disclosure, a director shall not be entitled to vote in respect of any contract or arrangement in which he is interested but may be counted in the quorum present at the meeting at which such contract or arrangement is approved. Provided he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office:-
- 15.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Chamber or in which the Chamber is otherwise interested;
- 15.1.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Chamber or in which the Chamber is otherwise interested; and
- 15.1.3 shall not, by reason of his office, be accountable to the Chamber 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 body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 15.2 For the purposes of regulation 15.1:
- 15.2.1 a general notice given to the directors 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; and
- 15.2.2 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.

16. PROCEEDINGS OF DIRECTORS

- 16.1 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary (if not a director) at the request of either a director or by written requisition signed by at least 15 Members shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. The directors shall conduct and record their proceedings in the English language. Regulations 65 to 69 of Table C shall not apply to the Chamber and a director shall not be permitted to appoint an alternate.
- 16.2 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be five.
- 16.3 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.4 The President shall be the chairman of the board of directors. Unless he is unwilling to do so, the President or failing him the Deputy President shall preside at every meeting of directors at which he is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to preside at the meeting.
- 16.5 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 16.6 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors..
- 16.7 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Chamber unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- 16.7.1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Chamber or any of its subsidiaries;
- 16.7.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Chamber or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 16.7.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Chamber or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Chamber or any of its subsidiaries for subscription, purchase or exchange;
- 16.7.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by H M Revenue and Customs for taxation purposes.

- 16.7.5 For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Chamber), connected with a director shall be treated as an interest of the director.
- 16.8 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 16.9 The Chamber may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 16.10 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Chamber or any body corporate in which the Chamber is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 16.11 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

17. ADVISORY COUNCIL

- 17.1 There shall be an Advisory Council as provided in article 17.3.
- 17.2 The functions of the Advisory Council shall be:-
- 17.2.1 to advise the Board on policy;
- 17.2.2 to increase the effectiveness of the Chamber by actively participating in and leading its activities;
- 17.2.3 to hear appeals as provided in these articles.
- 17.3 The Advisory Council shall be made up of a maximum of 66 individuals or such number of individuals as is equal to ten per cent (10%) of the total number of Members of the Chamber at the date of the last annual general meeting of the Chamber, whichever number is larger.
- 17.4 Members of the Advisory Council shall consist of the President and the Deputy President together with all the directors from time to time of the Chamber for as long as they continue to hold such office and such number of further members (each of whom and satisfies the criteria specified in Articles 11.61 and 11.6.2) as are appointed to the Advisory Council by the Board from time to time either to fill a vacancy or as an additional member of the Advisory Council (provided the total number of members of the Advisory Council shall not then exceed the maximum determined in accordance with article 17.3). The Board may by resolution remove any person, other than a director, the President or the Deputy President from membership of the Advisory Council.
- 17.5 At each annual general meeting any member of the Advisory Council who has, since the last annual general meeting:-
- 17.5.1 failed to attend meetings of the Advisory Council on at least two consecutive occasions and has failed to demonstrate active participation in the activities of the Chamber in either case without due and reasonable cause; or
- 17.5.2 ceased to be a representative of a Member appointed under article 2.4 or 2.5 or otherwise sufficiently connected with the Member with whom he was connected on his appointment; or
- 17.5.3 attained his 70th birthday

shall cease to be a member of the Advisory Council unless (a) he shall be eligible for re-appointment and is re-appointed in accordance with these articles or (b) he is and has not ceased to be the President, Deputy President, Managing Director or Treasurer of the Chamber or an Additional Director.

- 17.6 The Managing Director and Treasurer of the Chamber in office from time to time shall each be a member of the Advisory Council for as long as he holds that respective office but shall cease immediately to be a member of the Advisory Council on ceasing to hold that office.
- 17.7 Other than a director, no person shall be appointed or continue to hold office as a member of the Advisory Council unless he is and has not ceased to be, a representative of a Member.
- 17.8 Subject to the provisions of these articles and to any bye-laws made from time to time in accordance with these articles, the Advisory Council may regulate its proceedings as it thinks fit. The Advisory Council shall meet a maximum of three times a year. Meetings of the Advisory Council will be convened by the Managing Director on the written request of the President, Deputy President or any five members of the Advisory Council or any two directors. At least two meetings of the Advisory Council in each year will be ordinary meetings and will take place at a date and time fixed from year to year and all other meetings of the Advisory Council will be called special meetings. At least 30 Clear Days written notice of special meetings of the Advisory Council will be given to all persons entitled to attend at such meeting at his registered address appearing in the register of Members. Details of the business to be transacted at meetings of the Advisory Council shall be given to the extent that the business has been notified to the Secretary provided that the Secretary shall not be obliged to circulate vexatious or frivolous material.
- 17.9 The President, or in his absence the Deputy President, shall preside as chairman at every meeting of the Advisory Council. If neither shall be present within 15 minutes after the appointed time or shall be unwilling to preside, the members of the Advisory Council present shall choose one of their number to preside at the meeting.
- 17.10 The Members of the Advisory Council shall appoint one of their number to the office of Senior Independent Councillor to exercise all such duties as the Advisory Council may assign to that office and which are not, by these Articles, to be performed or discharged by another person and to appoint, remove and replace members of an Appeals Committee.
- 17.11 Members of the Advisory Council shall be called "Councillors"

18. PRESIDENT AND DEPUTY PRESIDENT

- 18.1 There shall be a President and a Deputy President of the Chamber as provided in article 18.2. The President will be the pre-eminent representative and officer of the Chamber, will chair meetings in accordance with these articles, will be a director of the Chamber in accordance with article 11.1 and a member of the Advisory Council in accordance with article 17.4. The Deputy President will be the permanent delegate of and will assist the President in the discharge of his duties. Where no President is appointed or acting, the powers and duties of the President will be exercised by the Deputy President. Unless removed under any other provision of these articles, the President and the Deputy President in office at the date of adoption of these articles shall serve until the next following annual general meeting of the Chamber when their term of office shall or shall be deemed to expire but thereafter the President and the Deputy President shall serve for a term of one (1) year.
- 18.2 The President and the Deputy President shall be appointed by Members in general meeting from the persons eligible for such appointment in accordance with the provisions of these articles and nominated for that purpose by members of the Advisory Council in accordance with article 18.5 or, in the absence of such nomination, by the Board. If at any meeting at which the President or the Deputy President retires or is removed, the Members do not fill the vacancy, the retiring President or Deputy President shall, if willing to act and eligible to be re-appointed, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his appointment is put to the meeting and lost.

- 18.3 A President or Deputy President who is not re-appointed shall retain office until the end of the meeting.
- 18.4 No person shall be appointed President or Deputy President unless:-
- 18.4.1 he is an individual aged between 25 and 70, resident in the United Kingdom or France; and
 - 18.4.2 he is a senior executive of a Member who has been nominated by such Member or is an Additional Director; and
 - 18.4.3 he is proposed by one and seconded by at least two members of the Advisory Council or is nominated by the Board;
 - 18.4.4 he is a member of the Advisory Council;
 - 18.4.5 he is nominated as part of a coupled nomination of a President and Deputy President for election on one ticket; and
 - 18.4.6 he has signed a statement accepting the nomination and agreeing to serve if elected.
- 18.5 Not less than 8 weeks before each annual general meeting of the Chamber at which a term of office of the President and the Deputy President expires under these articles, the Managing Director shall send to each member of the Advisory Council, forms of nomination for President and Deputy President of the Chamber. Each member of the Advisory Council may nominate any member of the Advisory Council (including himself) for election as President together with another member of the Advisory Council (including himself) for election as Deputy President. Nominations may only be made in coupled form and any nominations for either President or Deputy President without a nomination for the other office shall be invalid. The nomination form shall be signed by the nominating Councillor and by two other Councillors as seconders. The completed nomination form duly signed must be delivered to the Managing Director not less than 5 weeks before the date of the annual general meeting at which the vote in relation to the nomination is to be taken. On any one occasion for which nominations are invited, no Councillor may do more than one nominate, second or accept nomination.
- 18.6 The Managing Director will then prepare a list of candidates for President and Deputy President for presentation to the Members in general meeting.
- 18.7 Details of any person nominated in accordance with article 18.5 shall be circulated with the notice convening the general meeting at which the vote is to be taken.
- 18.8 If a casual vacancy arises at any time for any reason in the office of President or Deputy President, it shall be filled by the appointment by the Board of one of its members and the person so appointed shall hold office for the remainder of the term.
- 18.9 A retiring President and a retiring Deputy President shall be eligible for re-election except where the re-election would result in his becoming President or Deputy President under these articles or any other articles of the Chamber in force prior to the adoption of these articles for a seventh consecutive year.
- 18.10 The office of President or Deputy President shall be vacated if the respective individual ceases to be a director for whatever reason.

19. SECRETARY

- 19.1 Subject to the provisions of the Act, the directors may appoint any person as the Secretary of the Chamber for such term, at such remuneration and upon such conditions as they may think fit and the Secretary may be removed by them.

20. MINUTES

20.1 The directors shall cause minutes to be made in books kept for the purpose:

20.1.1 of all appointments of officers made by the directors; and

20.1.2 of all proceedings at meetings of the Chamber, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

21. THE SEAL

21.1 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

22. ACCOUNTS AND BUDGET

22.1 The accounting records of the Chamber shall be kept at the Office or, subject to the Act, at such other place or places as the directors think fit and shall be open to inspection of any director or the Secretary. The Chamber in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of inspection by Members of the accounts and books of the Chamber including any business plan and budget or any of them and subject to such conditions and regulations, the accounts and books of the Chamber and any business plan and budget shall be open to inspection by Members at reasonable times in office hours and by prior appointment.

22.2 Prior to the commencement of each financial period of 12 months, the Board shall prepare (and submit to the Advisory Council) a business plan and budget. Each business plan and budget shall cover a period of not less than 12 months and shall include a pro forma statement of anticipated subscription and other income and anticipated expenditure of the Chamber. The Advisory Council shall review the business plan and budget at a general meeting of the Advisory Council convened within 1 month of the commencement of the period to which the business plan and budget relate. The Advisory Council's role in relation to the business plan and budget shall be advisory only.

22.3 The Board will, so far as practicable, work within the parameters of the business plan and budget and any material amendments to the business plan and budget shall be re-submitted to the Advisory Council for review in accordance with the last preceding article.

23. NOTICES

23.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

23.2 In these articles 'address', in relation to electronic communications, includes any number or address used for the purposes of such communications.

23.3 The Chamber may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the main authorised representative Member at its registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to

the Chamber an address within the United Kingdom at which notices may be given to it shall be entitled to have notices given to it at that address, but otherwise notices in writing on Members outside the United Kingdom shall be sent by airmail.

- 23.4 A member present, either by its duly authorised representative or by proxy, at any meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 23.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

24. INDEMNITY

- 24.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Chamber shall be indemnified out of the assets of the Chamber against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chamber.

25. AUDIT

- 25.1 Whether or not the Chamber qualifies to dispense with the requirement to appoint auditors and to audit its accounts in each year, the Chamber shall appoint an auditor or auditors in accordance with the Act at such remuneration as may be fixed by the Chamber in general meeting or in such other manner as the Chamber may in general meeting determine notwithstanding its compliance with any of the exemption conditions set out in the Act.
- 25.2 A copy of the Chamber's accounts (together with the documents which are required to be sent with the Chamber's annual accounts for the financial year under Section 423 of the Act) may be treated as sent to the persons entitled to receive the same (being limited to the persons who are entitled to receive notices of general meetings of the Chamber) if they are posted and made accessible to such persons on the Chamber's web site (instead of their being sent to him) at least 21 days before the date of the meeting at which the accounts are to be laid. For these purposes, the web site upon which publication of the documents shall be made, shall be www.members.ccfgb.co.uk and may be accessed by clicking on the appropriate icon [(and entering the Member's password where prompted)] or in such other manner as may be notified to the person by the directors from time to time. These arrangements shall apply for the purposes of the Act.

26. BYE-LAWS

- 26.1 The directors shall have power to make, alter or revoke bye-laws for conducting the affairs of the Chamber provided that any such bye-laws are not inconsistent with the memorandum of association and these articles. Any such bye-laws shall be invalid to the extent that the same could only be validly effected or amended by special resolution of the Members.
- 26.2 Without prejudice to generality of the purposes for which bye-laws may be made, bye-laws may include provision for:-
- 26.2.1 use of the Chamber's title by Members;
- 26.2.2 committees and sub-committees;

- 26.2.3 dispute resolution and appeals;
- 26.2.4 the exercise of discretion in relation to the admission of Members or the selection of honorary members;
- 26.2.5 the exercise of discretion in relation to the appointment of persons as affiliates and to honorary offices and positions in the Chamber (not having any executive function and not being Members) and the creation of such positions and the conferring of affiliation in accordance with the Articles;
- 26.2.6 interpretation.

27. APPEALS

- 27.1 Any Appeal which is allowed by any provision of these articles shall be conducted in accordance with this article 27.
- 27.2 Where a person is entitled to make an Appeal under any provision of these articles he shall not commence such an Appeal unless he has first given notice of his intention to make an Appeal such notice to be addressed to the Managing Director of the Chamber and sent to the Office in accordance with article 23. The Board shall, within 28 Clear Days of receiving the person's notice under this article 27.2, either confirm or amend its original decision and notify the person accordingly. The person may, within 14 days of receiving such notification, serve notice on the Board of his intention to appeal against his decision such notice to be in writing in accordance with article 23 and addressed to the Managing Director of the Chamber at the Office.
- 27.3 The Appeal will lie to an Appeals Committee comprising three members of the Advisory Council ("Appeals Committee"). The members of an Appeals Committee shall be appointed and may from time to time be removed and replaced by the Senior Independent Councillor appointed under article 17.10. No person shall be eligible to serve on an Appeals Committee:-
 - 27.3.1 if he is a director ; or
 - 27.3.2 if he participated or is otherwise interested in the decision which is the subject of the appeal.
- 27.4 The Appeals Committee may adopt such procedure as it deems appropriate in hearing the Appeal provided that it shall give both the appellant and the Board reasonable opportunity to make representations to it regarding the Board's decision. The Appellant shall be entitled to make such representations in writing and supply such information (in writing) as he considers relevant provided that such written representations and information shall not exceed a reasonable length and the appeals committee shall be entitled, at their discretion, to discount and refuse to consider any material which is not received in good time to be circulated and considered or which is offensive, defamatory or appears intended to give needless publicity to private disputes. The Appeals Committee may request information and consult with third parties but shall not be required to disclose confidential information or sources of information.
- 27.5 The Appeals Committee shall provide its decision, together with its reasons therefore to the Board. The Board shall, within 28 Clear Days, serve notice on the appellant confirming or amending its decision as it sees fit. The appellant shall not be entitled to see the Appeals Committee's decision or to know the reasons therefore and any disclosure thereof shall be a matter for the discretion of the Board without giving any reason therefor.

28. HONORARY POSITION

- 28.1 The Board may invite any person who has rendered outstanding service to the Chamber to accept an honorary position in the Chamber.

28.2 An individual who has been awarded and accepted an honorary position in the Chamber in accordance with this article may be granted status as an affiliate of the Chamber ("Affiliate Status") by the Board with such privileges as the Board may confer.

28.3 Notwithstanding that the Members shall have agreed among themselves the provisions of these articles regarding Affiliate Status, such persons shall not be parties to these articles, are granted no rights hereunder and are not Members for any purposes of these articles.

28.4 The Board may terminate Affiliate Status at any time and may remove a person from any honorary position in the Chamber to which he has been appointed under this article at any time. Affiliate Status is personal to the person upon whom it is conferred, is non-transferable and shall lapse upon death.

29 PREVIOUS PROVISIONS OF THE MEMORANDUM OF ASSOCIATION

29.1 Every provision of the memorandum of association of the Chamber which, by virtue of section 28 of the Companies Act 2006, was to be treated (from the date on which that section came into force) as a provision of the Chamber's articles of association shall remain in full force and effect on the adoption of these articles; and the provisions in question are:

1. The name of the company is "CHAMBRE DE COMMERCE FRANCAISE de Grande-Bretagne Limited".
2. The registered office of the Chamber will be situated in England.
3. The objects for which the Chamber is established are:
 - (a) To promote, study and extend commercial and industrial relations between France and Great Britain.
 - (b) To promote, study and extend the special interests which French or British citizens carrying on or desirous of carrying on any industry business or activity, or of acquiring interests, with or in Great Britain or France may have with or in any part of the British Commonwealth or France or elsewhere and in particular and without prejudice to the generality of the foregoing, to offer, make available and provide (whether or not for reward) to all or any of its members secretarial, liaison, advisory, administrative, representative, business and general commercial services in connection with such carrying on of industry business or activity, or of acquiring interests, with or in Great Britain or France or elsewhere.
 - (c) To formulate proposals for the purpose of increasing commercial and industrial prosperity; and in particular commercial and industrial relations between France and Great Britain and to assist in removing any cause which impede their progress.
 - (d) To communicate with the authorities and organisations of Great Britain and France and with any other Chambers of Commerce and similar institutions; to collect from and to exchange with its members and others any useful information and to supply any useful information.
 - (e) To inform its members and others of any alterations in the British or French markets as regards importations from France or Britain and shipments to and from France or Britain, advise them on matters of ordinary commercial practice and place at their disposal information concerning commercial or industrial abuses or frauds and generally any information of a nature likely to protect or further the objects of the Chamber.
 - (f) To act as arbitrator in the settlement of disputes arising from commercial transactions.
 - (g) To compile and publish statistics.

- (h) To give publicity by every means to all activities of the Chamber and to all matters connected either directly or indirectly with any objects of the Chamber.
- (i) To promote and assist any institution or institutions having objects similar to those of the Chamber or which may be likely to assist in or facilitate the fulfilment of the objects of the Chamber, and whether or not formed or constituted for purposes of profit.
- (j) To promote, support and oppose legislative or other measures affecting the interests and objects of the Chamber.
- (k) To take over all or such part as may be lawfully acquired by the Chamber of the existing funds and property of the unincorporated body known as the Chambre de Commerce Francaise de Grande-Bretagne and to apply the same for the purposes of the Chamber.
- (l) To make grants of money, donations, contributions or subscriptions to such persons or objects, or for such purposes as may be deemed expedient for the purpose of furthering the objects of the Chamber provided that no breach be committed of the provisions of Clause 4 of this Memorandum of Association.
- (m) To accept and receive any donation, legacy or bequest made either directly or indirectly in favour of the Chamber, whatever may be the nature of the assets or property forming the object thereof and whether there is any possible liability attached thereto or otherwise.
- (n) To pay all expenses attending the formation of the Chamber and the carrying out of its objects.
- (o) To borrow and raise moneys for the purpose of the Chamber and to secure the repayment of money borrowed raised or owing by mortgage charge or other security on the whole or any part of the Chamber's property and assets, and to invest, lend or otherwise deal with any moneys belonging to the Chamber, provided that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be permitted by law.
- (p) To purchase take on lease or in exchange hire renew or otherwise acquire and hold for any estate or interest and to let or sub-let or share occupation or possession in whole or in part of, any offices or premises land machinery easements rights privileges plant options contracts claims choses in action and any real or personal property of any kind and to erect construct lay down equip enlarge alter and maintain any buildings works and items which may be necessary for the fulfilment of the objects of the Chamber and the conduct of its business, and to let, sell or otherwise dispose of any property of the Chamber, as may be deemed expedient with a view to the promotion of its objects.
- (q) To draw make accept endorse discount negotiate execute and issue cheques bills of exchange promissory notes debentures and other negotiable and transferable instruments.
- (r) To do all such other lawful things as may be conducive or incidental to the attainment of the above objects.

AND IT IS HEREBY DECLARED THAT

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of the objects shall (except where the context so requires) be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or in any other sub-clause of this Clause or by reference to or inference from the name of the Chamber;
- (2) No sub-clause of this Clause and no object therein specified shall be deemed subsidiary or ancillary to any object specified in any other sub-clause and the Chamber shall have as full a

power to exercise each and every object specified in each such-clause as though it was the leading object of a separate company;

- (3) The word “citizen” in this Clause includes any person, body corporate (whether incorporated under the laws of France or England or elsewhere) partnership, trust or other body of persons whatsoever whether incorporated or not incorporated;

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

Provided also that in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Chamber shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property any Managers or Trustees from time to time of the Chamber shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been as such Managers or Trustees if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Chamber were not incorporated. In case the Chamber shall take or hold any property which may be subject to any trusts, it shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Chamber, **whencesoever** derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this memorandum of association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Chamber provided that nothing herein shall prevent the payment, in good faith, for goods or services rendered on commercial terms on an arm’s length basis, or of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber, in return for any services actually rendered to the Chamber, nor prevent the payment of interest not exceeding a market rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Chamber, subject in each case to the right of the council, the bureau or other governing body or appropriate officer of the Chamber to challenge such payment. Notwithstanding any of the foregoing no member of the council the bureau or any other governing body of the Chamber other than the managing director as member ex-officio of any of the same may be appointed to any salaried office of the Chamber, or any office of the Chamber paid by fees, and no remuneration or other benefit in money or moneys worth shall be given by the Chamber to any such person except repayment of out-of-pocket expenses and interest at a market rate on money lent or reasonable and proper rent for premises demised or let to the Chamber. The immediately preceding sentence shall not apply to any payment made by the Chamber to any person who is or is connected with a member of the council, the bureau or any other governing body of the Chamber provided always that payment is made for goods or services rendered on commercial terms on an arm’s length basis and is made subject to the right of the council, the bureau or other governing body or appropriate officer to the Chamber to challenge such payment. No member of the Chamber or of the council or the bureau shall be bound to account for any share of profit received in respect of any payment permitted under this clause.
5. The liability of the members is limited.
6. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding two pounds sterling.

7. 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 this Chamber and which shall prohibit the distribution of its or their income and property amongst its and their members to an extent at least as great as is imposed on the Chamber under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Chamber at or before the time of dissolution or in default thereof by a judge of the high court of justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

Document comparison by Workshare Compare on 10 April 2013 17:11:52

Input:	
Document 1 ID	interwovenSite://EME-DIGITALFILE/EME_ACTIVE/556701792/1
Description	#556701792v1<EME_ACTIVE> - Chambre de Commerce - Articles
Document 2 ID	interwovenSite://EME-DIGITALFILE/EME_ACTIVE/556701792/2
Description	#556701792v2<EME_ACTIVE> - Chambre de Commerce - Articles
Rendering set	ReedSmith Standard

Legend:	
Insertion	
Moved to	
Style change	
Format change	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	70
Deletions	47
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	117