The Companies Act 2006

ARTICLES OF ASSOCIATION

of

THE HILLINGDON CHAMBER OF COMMERCE LIMITED
(Private Company Limited by Guarantee)

COMPANY REGISTRATION No: 03781685

AS AMENDED BY SPECIAL RESOLUTIONS
by the full Board of Directors and
Members of The Hillingdon Chamber of Commerce Limited
on 6th November 2023

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined Terms

1. In these articles, unless the context otherwise requires:
"Acts" or "Companies Acts" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 1985 which for the time being remain in force and where appropriate individual acts referred to shall be called the Companies Act 1985 -and the Companies Act 2006
"Articles" means the company's articles of association;
"Ambassadors" means members of the Chamber who use their own experiences to provide support to fellow members, facilitate connections and networking and to promote HCC to the wider business community as referred in Article (52).
"Annual General Meeting" means a meeting held pursuant to Article (27).
"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" means the Board of Directors of the Hillingdon Chamber of Commerce.
"By-Law" means any by-law from time to time in force which has been duly made by the Board pursuant to the Articles of any of them.
"Chamber" means the Hillingdon Chamber of Commerce Limited.
"Chairman" has the meaning given in Article (13);
"Chairman of the meeting" has the meaning given in Article (30);
"Chief Executive" means any person for the time being appointed to perform the duties of the Chief Executive of the Chamber.
"Committee" means any committee established under Article (6).
"Connected with a Member" means an individual who is a partner, director, or employee of a consultant to a member.
"Council" means the Advisory Council of the Chamber established under Article (50).
"Councillor" means a member of the Advisory Council.
"Constitution" means the Memorandum and Articles of Association of the Chamber and any by-laws from time to time in force.
"Director" means a director of the company, 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 Communication" means the same as in the Electronic Communications Act 2000.

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006;
"Executive Director" means an executive of the Chamber holding office as a director and where the context so requires or admits includes the Chief Executive as referred in Article (18).
"HCC" means The Hillingdon Chamber of Commerce Limited.
"Honorary Member" means an individual who has been admitted to Honorary Membership pursuant to Article (9).
"LBH" means the London Borough of Hillingdon
"Majority Resolution" means a resolution of the Board passed by a majority of the members of the Board present and entitled to vote on the resolution.
"Member" has the meaning given in section 112 of the Companies Act 2006; and a member for the time being of Chamber other than Honorary Member.
"Non-Executive Director" means an individual referred to in Article (18).
"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 (36);
"Seal" means the Common Seal of the Chamber.
"Secretary" means any person appointed from time to time to perform the duties of the Secretary of the Chamber referred to in the Articles (24).
"Section" means a Section referred to in the Articles (51).
"Special resolution" has the meaning given in section 283 of the Companies Act 2006;
"Strategic partner" any individual or organisation which has been given the title of strategic partner by the directors;
"Subscriber" means an individual who has subscribed to the Memorandum or Association and to these Articles.
"Subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and
"Treasurer" means any person appointed to perform the duties of the Treasurer of the Chamber.
"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.
"Year" where the context so admits, means a calendar year from 1st January to 31st December.

Expressions referring to writing shall, unless the contrary appears, be construed as including references to printing, lithography, photography, and other methods of

representation or reproducing words in visible form and shall include forms of Electronic Communication.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender" only shall include the feminine and neuter genders. Words importing persons shall include individuals, companies, corporations, local authorities, unincorporated associations, partnerships, institutions, and other bodies of all types and, in the case of persons other than individuals, references to death shall be read as references to winding up or other dissolution and references to bankruptcy shall, where necessary, be read as references to inability to meet one's debts as they fall due.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber.

Headings are for ease of reference only.

2. Liability of members

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

(a) payment of the company's debts and liabilities contracted before he ceases to be a member,

(b) payment of the costs, charges, and expenses of winding up, and

2.2 The income of the Chamber, from wherever derived, shall be applied solely in promoting the below object and no distribution shall be made to its members in cash or otherwise.

2.3 If, on the winding up of the Chamber, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Chamber, but shall be given or transferred to some other body (whether or not it is a member of the Chamber) having objects similar to those of the Chamber or to another body, the objects of which are charitable.

2.4 The chamber is not established or conducted for private gain and any surplus income or assets are to be used principally for the benefit of the community in furtherance of our objects and shall not in any circumstances be transferred to any of its members.

3. Aims and Objectives

3.1 The objects ("the principal objects") for which the Chamber is established are the promotion of business activity in the London borough of Hillingdon by supporting the businesses to thrive and build an ecosystem that supports economic growth, through sharing knowledge, skills, and partnerships to grow profitably and providing a platform for local businesses to engage with each other to create and share opportunities.

(a) To achieve growth in economic activity, make it easy to start and grow a business in LBH, improve engagement and partnerships amongst businesses, increase in employment opportunities with a better skill pool to hire from.

(b) To develop and provide and business services and support to members and other businesses (but without prejudice to the generality of the foregoing).

(c) To be the voice of the Hillingdon business community to influence the decisions and policies, creating opportunities for businesses to get recognition for their successes, efforts, and initiatives.

(d) To promote, organise and participate in international trade.

(e) To promote and protect the collective views and opinions of the members and stimulate interest in and promote support or oppose any legislation or policies affecting the interests of commerce, industry, trade services, transport, and education.

(f) To promote high standards of business and the recognition and use of national and international standards.

3.2 In furtherance of the principal objects but not otherwise, the Chamber shall also have power:

(a) To purchase, take on, lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient.

(b) To accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects.

(c) To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber.

(d) To print and publish and sell any newspapers, periodicals, books, leaflets or computer programmes, electronic data and other works and publications and to produce and market films and other audio or visual aids.

(e) To sell, lease, mortgage or otherwise deal with all or any part of the property of the Chamber.

(f) To borrow and raise money and secure its repayment in any manner.

(g) To invest the funds of the Chamber in or upon such investments, securities or property as may be thought fit.

(h) To undertake and execute any trusts or any agency business which may seem conclusive to any of the principal objects.

(i) To establish and support and to aid in the establishment and support of any other association formed to promote all or any of the principal objects.

(j) To amalgamate with any companies, institutions, societies, or associations having objects wholly or in part like those of the Chamber

(k) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of anybody with which the Chamber is authorised to amalgamate.

(l) To transfer all or any part of the property, assets, liabilities, and engagements of the Chamber to anybody with which the Chamber is authorised to amalgamate.

(m) To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

PART 2
DIRECTORS
DIRECTOR'S POWERS AND RESPONSBILITIES

4. Director's general authority

4.1 Subject to the articles, the Directors are responsible for the management of the Chamber's business, for which purpose they may exercise all the powers of the Chamber.

4.2 The Directors of the Chamber shall be the members of the Board.

5. Members' reserve power

5.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. 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.

6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

6.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

7. Committees

7.1 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.

7.2 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

8. Directors to take decisions collectively

8.1 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 6.

8.2 If—

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

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 by any means that they share a common view on a matter.

9.2 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.

9.3 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.

9.4 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.

10. Calling a directors' meeting

10.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

10.2 Notice of any directors' 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.

10.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

10.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company 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.

11. Participation in directors' meetings

11.1 Subject to the articles, directors participate in a directors' meeting, or part of a Directors' 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.

11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 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.

12. Quorum for directors' meetings

12.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for the transaction of the business of the Board may be fixed by the Board, but it must never be less than two, provided that of those present include persons from the categories mentioned in clauses, (c) and either one of (a) or (b) of Article (18).

12.3 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—
(a) to appoint further directors, or
(b) to call a general meeting so as to enable the members to appoint further directors.

13. Chairing of directors' meetings

13.1 The directors may appoint a director to chair their meetings.

13.2 The person so appointed for the time being is known as the chairman.

13.3 The directors may terminate the chairman's appointment at any time.

13.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

14. Casting vote

14.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

14.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

15.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company 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.

15.2 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.

15.3 This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

15.4 For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

15.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

15.6 Subject to paragraph (7), if a question arises at a meeting of directors 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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of decisions to be kept

16.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17. Directors' discretion to make further rules

17.1 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.

APPOINTMENT OF DIRECTORS

18. Composition of Board of Directors

18.1 The directors of the chamber may serve as:

(a) Executive directors: Fulltime or Part-time employee of the chamber responsible for chamber's day-to-day operations, or

(b) Non-Executive Directors: Business leaders, supporting chamber part-time and lending their expertise and leadership to guide the chamber strategy and policies.

18.2 The Board of Directors shall consist of.

(a) The Chairman (Non-Executive Director), who shall be elected by the directors.

(b) The Vice-Chairman (Non-Executive Director), who shall be elected by the directors.

(c) The Chief Executive (Executive Director).

(d) And up to five individuals (each a member or a person connected with a member) appointed by the Board.

19. Methods of appointing directors

19.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

19.2 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

19.3 For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

19.4 No person shall be appointed a Director unless

(a) They have consented to act and

(b) who is not either;

i. A member or a person connected with a member or

ii. An executive of the Chamber

20. Termination of director's appointment

20.1 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 company 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) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

21. Directors' remuneration

21.1 Directors may undertake any services for the company that the directors decide.

21.2 Non-Executive Directors shall serve in voluntary capacity and shall not be entitled to remuneration for their services as a Director.

21.3 Executive Directors are entitled to such remuneration as the directors determine-

(a) for their services to the Chamber as directors, and

(b) for any other service which they undertake for the Chamber.

21.4 Subject to the articles, an executive director's remuneration may;

(a) take any form and

(b) include any arrangements in connection with the payment of a pension,

allowance or gratuity, or any death, sickness, or disability benefits, to or in respect of that director.

21.5 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

21.6 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

21.7 The remuneration of Executive Directors shall be determined by the Board and may combine remuneration for services outside the scope of the ordinary duties of a Director and remuneration for services in discharge of the duties of a Director.

22. Directors' expenses

22.1 The Directors may be paid any reasonable expenses which the directors properly incur in connection with their attendance at;

(a) meetings of directors or committees of directors

(b) general meetings or

(c) separate meetings of the holders of debentures of the Chamber, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Chamber.

(d) all expenses properly incurred in connection with the discharge of their duties.

23. Chief Executive

23.1 The Chamber shall have a Chief Executive, appointed by the Board for such period, at such remuneration and upon such terms as the Board may think and subject to the terms of any agreement entered in any particular case, may revoke such appointment.

23.2 The Chief Executive shall not also be Secretary.

23.3 The Chief Executive shall be responsible for the overall operations of the Chamber and shall exercise such of the powers of the board as may from time to time be delegated to him.

23.4 In relation to their duties and obligations as a Director of the Chamber, the Chief Executive shall act as Managing Director and exercise such of the powers of the Board as the Board may from time to time consider desirable to be exercised by the Chief Executive.

23.5 In relation to their duties and obligations as a Director, the Chief Executive, in conjunction with the Chairman and other officers, shall be responsible for media relations in connection with representational matters.

24. Secretary

24.1 Subject to the provisions of the Acts, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and, any Secretary so appointed by the Board, may be removed by the Board.

24.2 The Secretary shall have no duties in relation to the functions of the Board in representational matters, save to ensure that meetings are duly convened, minutes are taken and circulated, and proper records are kept.

24.3 The Secretary shall ensure that the documentation of the Chamber is in order, that all returns required by the Acts are duly made and that the Chamber's own register and records are properly maintained and (save in so far as the responsibility falls on some members of the Chamber Executives) practical effect is given to decisions of the Board.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

25. Applications for membership

25.1 No person shall become a member of the company unless—

(a) that person has completed an application for membership in a form approved by the directors, in which such person shall agree to be bound by the articles and bye-laws of the Chamber, together with payment of the administration fee (if any) from time to time determined by the board (which may include different sums for different classes of persons or organisations) unless the board determines that payment of this amount may be paid by a later date.

(b) the directors have approved the application.

25.2 Membership is not transferable and membership fees are non-refundable.

25.3 Every person wishing to become a member shall deliver to the Chamber a duly executed application for membership in such form and containing such nominations as the board may require,

25.4 The Board may establish different classes of members and set out the different rights and obligations for each class.

25.5 The Board may in their absolute discretion decline to accept any application for membership and need not give any reasons for doing so.

25.6 The Board may prescribe criteria for membership of the chamber but shall not be obliged to accept any individual or organisation fulfilling those criteria as members.

25.7 Each member shall (unless exempted by the board)

(a) Upon becoming a member of the chamber and on each anniversary of their membership, pay an annual membership fee to the chamber at such rates and in such a manner as may be determined by the directors of the Chamber from time to time (herein referred to as "fee").

(c) Annual membership fee shall be non-returnable and non-transferable.

(d) Any member who shall fail to pay his annual subscription within three months after receipt of notice from the chamber that it is due shall cease to be a member of the Chamber.

25.8 Membership shall be open to:

(a) Any person engaged in a business as a principal in his trade or profession, or his accredited manager or representative.

(b) Companies, corporations, firms, and other organisations engaged or interested in commerce, industry, trade, services, and education.

(c) Members of professions who have an interest in commerce, industry, trade, services, and education.

(d) Any other individuals, companies, corporations, firms, or other organisations whom the Board may in its absolute discretion admit to membership.

25.9 Forms of Membership

(a) Individual Membership
Individuals, partnerships, or companies who have or will provide products and services to the benefit of people and other businesses may be invited to become individual members on an annual basis.

(b) Affiliated Chambers
Properly constituted and registered business membership organisations operating within Hillingdon, with a minimum number of 20 members, may be affiliated to the Chamber. Each affiliated association shall be entitled to send one delegate for the first 100 members and one for every additional 50 or part thereon, to the Annual General meetings.

(c) Honorary Members
Honorary Members may be appointed by the directors who are:

i. Individuals whom the directors consider are distinguished in statesmanship, diplomacy, commerce, industry, trade services, transport, and education.

ii. Individuals whom the directors consider have rendered special service to the Chamber or to the Chamber network.

iii. Honorary members shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote.

iv. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a member liable to contribute any amount on the winding up of the Chamber.

26. Termination of membership

26.1 A member shall cease to be a member of the Chamber:

(a) Upon withdrawing their membership of the Chamber by giving three months' notice to the chamber in writing.

(b) When that individual dies or the organisation ceases to exist.

(c) Being a company, an order made, or resolution passed for winding up, other than for the purpose of reconstruction.

(d) Adjudicated bankrupt.

(e) Failing to pay the prescribed subscription within three months of the due date.

(f) Being an individual, he is or may be suffering from a mental disorder and either.

i. he is admitted to hospital in pursuance of an application for admission or treatment under the Mental Health Act 1983 or, in

Scotland, an application for admission under the Mental Health (Scotland) Act 1984 or

ii. an order is made by a court having jurisdiction *whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

26.2 The board may terminate the membership of any member without that member's consent by giving the member written notice if, in the reasonable opinion of the directors, that member:

(a) Is guilty of conduct which has or is likely to have a serious adverse effect on the Chamber or bring the chamber or any or all the members and directors into disrepute.

(b) Has acted or has threatened to act in a manner which is contrary to the interests of the chamber as a whole;

(c) Has failed to observe the terms of these articles or the rules; or

(d) Has failed to pay any fees as required.

26.3 Where a notice to terminate is served on a member further to article (26.2), other than where such termination is because of a failure to pay fees as required, the notice to the member must give the member the opportunity to be heard in writing or in person as why their membership should not be terminated. The directors must consider any representations made by the member and inform the member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a member.

26.4 The fees, or any part thereof, shall not be refundable by the chamber if a member ceases to be a member before the expiry of the period to which that fee relates and the member shall remain liable to pay to the chamber any sum owed by them to the chamber.

26.5 Upon the termination of a member's membership, the member shall be removed from the register of members.

GENERAL MEETINGS

27. Organising General Meetings

27.1 The Chamber shall hold a general meeting in every year as its Annual General Meeting, at such time and place as may be determined by the Board

and shall specify the meeting in the notice calling it, provided that not more than fifteen months shall be allowed to elapse between two successive Annual General Meetings.

27.2 The Board may call Extraordinary General Meetings and shall forthwith proceed to convene Extraordinary general meetings in accordance with the provisions of the Acts.

27.3 Annual General meetings shall be called by at least twenty-one clear days' notice, but an extraordinary general meeting may be called by the board by giving fourteen-days' notice.

27.4 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.

27.5 Any organisation which is a member, whether incorporated or not, shall nominate to the chamber in writing, an individual to represent it at general meetings of the chamber and to receive membership communications on its behalf (herein referred to as "nominated representative").

27.6 The Chamber shall record the name of the nominated representative for each member which is an organisation (whether incorporated or not) from time to time.

27.7 Any organisation, whether incorporated or not, may replace its nominated representative by giving notice in writing to that effect to the Chamber.

27.8 The Directors may make whatever arrangements they consider appropriate to enable those eligible and attending a general meeting to exercise their rights to speak or vote at it.

27.9 All business shall be deemed special that is transacted at an Annual General Meeting except for the consideration of the accounts and balance sheet and the reports of the Board and the auditors and the appointment of and the fixing of the remuneration of the auditors.

28. Attendance and speaking at general meetings

28.1 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.

28.2 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.

28.3 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.

28.4 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.

28.5 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.

29. Quorum for general meetings

29.1 No business, other than the appointment of the chairman of the meeting is to be transacted at a general meeting, unless a quorum of five members being entitled to vote at that general meeting are present.

30. Chairing general meetings

31.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

31.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
(a) the directors present, or
(b) (if no directors are present), the meeting,
must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

31.2 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

32. Attendance and speaking by directors and non-members

32.1 Directors may attend and speak at general meetings, whether or not they are members.

32.2 The chairman of the meeting may permit other persons who are not members of the chamber to attend and speak at a general meeting.

33. Adjournment

33.1 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.

33.2 The chairman 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 chairman 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.

33.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

33.4 When adjourning a general meeting, the chairman 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.

33.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company 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 company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

33.6 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

34. Voting: general

34.1 No member shall be entitled to attend or vote at any general meeting unless all monies owed by that member to the chamber have been paid.

34.2 A resolution put to the vote of a general meeting shall be decided by a show of hands, unless before, or on the declaration of the result of the show of hands, a poll is duly demanded subject to the provision of the Acts, a poll may be demanded.

(a) by the Chairman of the meeting, or

(b) the Directors

(c) by at least 51% of members having the right to vote at the meeting and a demand by a duly authorised representative of or a person connected with a member shall be the same as a demand by a member.

35. Errors and disputes

35.1 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.

35.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

36. Poll votes

36.1 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.

36.2 A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

36.3 A demand for a poll may be withdrawn if—
(a) the poll has not yet been taken, and
(b) the chairman of the meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

36.5 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

36.6 On a show of hands, everyone who (being an individual) is present in person, or by proxy or (being a company, corporation, firm or other organisation) is present by a proxy or a duly authorised representative or a person connected with a member, not being themselves, a member entitled to vote, shall have one vote and, on a poll, every member shall have one vote.

36.7 No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meetings 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.

36.8 On a poll, votes may be given either personally or by a person connected with a member or by proxy or duly authorised representative.

37. Content of proxy notices

37.1 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 company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

37.3 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.

37.4 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.

38. Delivery of proxy notices

38.1 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 company by or on behalf of that person.

38.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.3 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.

38.4 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.

38.5 Any vote given or poll demanded by a proxy shall be valid, notwithstanding the previous termination of the authority of the person voting or demanding a poll, unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the Chairman, the Secretary or any Director at the time appointed for taking the poll

38.6 No member shall have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of

membership, whether conferred by these Articles or otherwise if it is more than 3 months in arrears with the payment of any of its affiliation.

38.7 Members of the Board shall be entitled to attend and speak at any general meeting, notwithstanding that they are not members of the Chamber of persons connected with a member or proxies or duly authorised representative of a member.

39. Amendments to resolutions

39.1 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 company 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.

39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman 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.

39.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4
ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

40.1 Subject to the articles, anything sent or supplied by or to the company 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 company.

40.2 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.

40.3 A director may agree with the company 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.

41. Minutes

41.1 The Board shall cause minutes to be made and kept electronically for that purpose of a proceedings at general meetings of the Chamber and of the Council, Board, Affiliated Chambers and Sections (if any) and Committees, including the names of Advisory Council, Board, Section or Committee members present at each meeting.

41.2 All minutes shall be open to inspection by any Director.

41.3 Minutes of meetings of the Advisory Council, any Affiliated Chambers and Sections and any Committee shall also be open to inspection by members.

42. Chamber seals

42.1 Any common seal may only be used by the authority of the directors.

42.2 The directors may decide by what means and in what form any common seal is to be used.

42.2 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

42.3 For the purposes of this article, an authorised person is—

(a) any director of the chamber;
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

43. No right to inspect accounts and other records

43.1 Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the

company's accounting or other records or documents merely by virtue of being a member.

44. Provision for employees on cessation of business

44.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company 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 company or that subsidiary.

45. By-Laws

45.1 The Board shall have power to make, alter or revoke by-laws which are not inconsistent with the Memorandum of Association and these Articles.

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

(a) Membership
(b) Subscriptions
(c) Committees
(d) Proceedings of the Advisory Council
(e) Proceedings of the Board and
(f) Affiliated Chambers and Sections
(g) Ambassadors

46. Auditors

46.1 If the income of the Chamber exceeds £500,000 then Auditors shall be appointed, and their duties regulated in accordance with the Act. The Auditors shall have the right at their discretion to attend any meeting of the Board.

47. Notices

47.1 Any notice to be given pursuant to the Articles shall be in writing.

47.2 The Chamber may give any notice to a member, a lifetime member or any member of the Advisory Council, Ambassador, Affiliates or the Auditors either:

(a) by delivering it by hand to the last known address
(b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the last known address
(c) by fax to a fax number notified to the Chamber

(d) by electronic communication to an address notified to the Chamber
(e) by a website, the address of which shall be notified to the member, Honorary member, Council member or Auditor in writing.

47.3 If a notice is sent by post or other delivery service, proof that an envelope containing the notice was properly addressed, prepaid, and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given if sent by first class post, at the expiration of 48 hours after the envelope containing it was posted.

47.4 If a notice is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member, lifetime member, Council member or Auditors.

47.5 If a notice is sent by fax, it is treated as being delivered at the time it was sent.

47.6 If a notice is sent by electronic communication, it is treated as being delivered at the time it was sent.

47.7 If a notice is sent by a website, it is treated as being delivered when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

47.8 A member present, either in person or by proxy, or by a person connected with a member, at any general meeting of the Chamber, shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

DIRECTORS' INDEMNITY AND INSURANCE

48. Indemnity

48.1 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.

48.2 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.

48.3 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.

49. Insurance

49.1 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.

49.2 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.

50. Winding Up

50.1 The Chamber shall be wound up voluntarily whenever a special resolution is passed that the Chamber be wound up.

OTHER DEFINTIONS

51. Advisory Council

51.1 The Chamber shall have an Advisory Council ("the Council"), which will provide non-binding guidance, advice, and support on the overall strategic

direction of HCC, including HCC's strategic objectives and activities to the Board.

51.2 The function of the Council shall be:

(a) Help the Chamber Board test its strategic thinking and access expertise or connections by bringing together senior leaders based in the London Borough of Hillingdon.

(b) To improve visibility of the Chamber and contribute through strategic introductions and value-driven insights.

(c) To encourage collaboration between HCC and its strategic partners; encourage multi-stakeholder collaboration; as well as to the exchange of expertise (public, government, private, technical, community, academia) to ensure inclusiveness in the outputs of HCC.

51.3 The Advisory Council members shall be recruited by the Board from civil society, the business community and academia, to ensure geographical, gender and stakeholder balance.

51.4 The Council will be composed of:

(a) Chairman and,

(b) Vice- Chairman and,

(c) Up to five members from the community

(d) Nominated members:

i. The Chief Executive

ii. The Chairman of the Board of Directors

51.5 No Council member (except those who are also Directors in accordance with these Articles) shall bear, be deemed to be, or act as a director or shadow director of the Chamber.

51.6 Members will serve on the Advisory Council for a period of two years, with the possibility of renewal for a second two-year term and a mechanism for staggered terms will be agreed upon to enhance continuity and institutional memory.

52. Affiliated Chambers/Sections

52.1 The Board may, at its discretion, upon the application of members who desire to associate themselves in an affiliated Chamber, with a view to representing the special interests of members in a particular area on local matters, or of members in a particular trade or other activity, authorise the formation of an affiliated Chamber or Section.

52.2 The Board, of its own volition, and without any application, may form a Section.

52.3 The Board may recognise as a Section an incorporated association whose objects are within the powers of the Chamber, provided that all its members are members of the Chamber.

53. Ambassadors

53.1 The Board shall have the power to appoint up to ten Ambassadors of the Chamber.

53.2 Ambassadors will be members of the Chamber who use their own experiences to provide advice to fellow members, facilitate connections and networking and to promote HCC to the wider business community.

53.3 Ambassadors will meet quarterly with the Chief Executive to share their feedback, experiences and suggestions to improve the member's experience.

53.4 No Ambassadors shall bear, be deemed to be, or act as a director or shadow director of the Chamber.

NAMES AND ADDRESSES OF SUBSCRIBERS:

Anand Sharma 14/11/23.
The Shipping Building, The Old Vinyl Factory, Blyth Road, Hayes, London, United Kingdom, UB3 1HA

Witness to the above signatures:

Paljinder Randhawa
281 Long Lane, Hillingdon, Uxbridge, Middlesex, United Kingdom, UB10 9JS

Witness to the above signatures:

Dated: 14/11/2023.