



The Companies Acts, 1862, 1867, 1908 and 1917

THE COMPANIES ACTS, 1948 to 1985

*Company Limited by Guarantee and not
having a Share Capital*

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of



Incorporated the 22nd day of January, 1875

*(adopted by Special Resolution passed on 22nd March 1996 and
amended by Special Resolution passed on 30th March 2000
amended by Special Resolution passed on 8th April 2002)*



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 9141

I hereby certify that

KIRKLEES AND WAKEFIELD CHAMBER OF
COMMERCE AND INDUSTRY LIMITED

Having by special resolution changed its name,

is now incorporated under the name of

THE MID YORKSHIRE CHAMBER OF COMMERCE AND
INDUSTRY LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 4th JANUARY 1993

P. BEVAN

an authorised officer

HC006A

THE COMPANIES ACTS, 1862, 1867, 1908 and 1917 THE COMPANIES ACTS, 1948 to 1985

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION of THE MID YORKSHIRE CHAMBER OF COMMERCE AND INDUSTRY LIMITED

* 1. The name of the Association is

THE HUDDERSFIELD INCORPORATED CHAMBER
OF COMMERCE LIMITED

2. The Registered Office of the Association will be situate in England.

+ 3. The objects for which the Association is established are:-

- (a) To promote and protect the domestic and overseas trade and commerce and the manufactures of the United Kingdom generally and of the Metropolitan District of Kirklees and the Metropolitan District of Wakefield and the Metropolitan District of Calderdale and their neighbouring townships and surrounding districts in particular;
- (b) to consider all questions connected with such trade, commerce and manufactures;
- (c) to collect and disseminate statistical and other information relating to such trade, commerce and manufactures;
- (d) to promote, support or oppose legislative or other measures affecting the aforesaid interests;
- (e) to express, represent and give effect to the views of the Association on commercial questions;
- (f) to undertake by arbitration or otherwise the settlement of disputes arising out of commercial transactions;

* The name of the Association was (with the consent of the Board of Trade) changed to "The Huddersfield and Spen Valley Incorporated Chamber of Commerce" by Special Resolution dated 31st March, 1967.

+ Adopted (with the consent of the Board of Trade) by Special Resolution dated 31st March, 1967.

The name of the Association was (with the consent of the Secretary of State) changed to "Kirklees Chamber of Commerce" by Special Resolution dated 19th March, 1975 and changed to Kirklees and Wakefield Chamber of Commerce and Industry by Special Resolution dated 1st July 1977 and changed to "Kirklees and Wakefield Chamber of Commerce and Industry Limited" by Special Resolution dated 25th March, 1988 and changed to "The Mid Yorkshire Chamber of Commerce and Industry Limited" by Special Resolution dated 11th December, 1992.

(g) to purchase, take on lease, or otherwise acquire any land, buildings or moveable property, or any rights or privileges which the Association may think necessary for the purpose of maintaining premises for the use of the Association or for any purposes for which the Association is established.

(h) to sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with all or any part of the property or rights of the Association for the furtherance of the objects of the Association;

(i) to borrow any money required for the purposes of the Association upon such terms and securities as may be determined;

(j) to amalgamate with any other Chamber of Commerce or similar association whose objects are or include objects similar to those of the Association and which by its constitution prohibits the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Association by Clause 4 hereof whether by sale or purchase of the undertaking, subject to the liabilities of the Association or any such other Chamber of Commerce or association with or without winding up or in any other manner;

(k) to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Association and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutes, associations, clubs or funds calculated to be for the benefit or the advancement of the objects of the Association or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent or recreational objects or for any exhibition or for any public, general or useful object;

(l) to do all such other lawful things as may be incidental or conducive to the extension of trade, commerce or manufacture, or to the attainment of any of the above objects.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth herein and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the persons who at any time are, or have been, members of the Association, or to any of them, or to any person claiming through any of them. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any Officers or Servants of the Association, or to any Member of the Association or other person in return for any services actually rendered to the Association.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Association in pursuance of section 23 of "The Companies Act 1867". For the purpose of preventing any evasion of that condition the Board of Trade may from time to time, on the application of any member of the Association, impose further conditions which shall be duly observed by the Association. If the Association acts in contravention of the fourth paragraph of this Memorandum or of any such further condition the liability of every member of the Council of the Association shall be unlimited, and the liability of every member of this Association who has received such dividend, bonus, or other profits as aforesaid shall likewise be unlimited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding five

No. 9141



THE COMPANIES ACT 1985

I certify that

KIRKLEES AND WAKEFIELD CHAMBER OF COMMERCE AND INDUSTRY LIMITED (originally called THE HUDDERSFIELD INCORPORATED CHAMBER OF COMMERCE (THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE), which name was changed on 25th April 1967 to THE HUDDERSFIELD AND SPEN VALLEY INCORPORATED CHAMBER OF COMMERCE, which name was changed on 30th April 1975 to KIRKLEES CHAMBER OF COMMERCE, which name was changed on 22nd April 1988 to KIRKLEES AND WAKEFIELD CAMBER OF COMMERCE AND INDUSTRY LIMITED, each change having by special resolution and to which approval has been given in accordance with the provisions of the relevant Companies Acts) was incorporated under the Companies Act 1862 as a limited company on 22nd January 1875.

Given under my hand at Companies House, Cardiff the Fifteenth day of November, One Thousand Nine Hundred and Eighty Nine

Mrs. J. M. Mayor
an authorised officer

No. 9141



Certificate of Incorporation on Change of Name

I hereby certify that

KIRKLEES AND WAKEFIELD CHAMBER OF COMMERCE AND INDUSTRY

Having by special resolution changed its name, is now incorporated under the name of Kirklees and Wakefield Chamber of Commerce and Industry Limited.

Given under my hand at the Companies Registration Office, Cardiff on Twenty-second day of April, One Thousand Nine Hundred and Eighty Eight.

D. M. Wilkie

No. 9141



Certificate of Incorporation on Change of Name

I hereby certify that

THE HUDDERSFIELD SPEN VALLEY INCORPORATED
CHAMBER OF COMMERCE (THE WORD "LIMITED" BEING
OMITTED BY LICENCE OF THE BOARD OF TRADE)

Having by special resolution and with the approval of the Secretary
of State changed its name, is now incorporated under the name of
Kirklees Chamber of Commerce.

Given under my hand at London the Thirteenth day of April, One
Thousand Nine Hundred and Seventy Five.

N. Taylor

Assistant Registrar of Companies.

No. 9141



Certificate of Incorporation on Change of Name

I hereby certify that

KIRKLEES CHAMBER OF COMMERCE

Having by special resolution and with the approval of the Secretary
of State changed its name, is now incorporated under the name of
Kirklees and Wakefield Chamber of Commerce and Industry.

Given under my hand at Cardiff the Twentieth day of July, One
Thousand Nine Hundred and Seventy Seven.

D. A. Pendlebury

Assistant Registrar of Companies.

pounds or in the case of his liability becoming unlimited, such other amount as may be required in
pursuance of the last preceding paragraph of this Memorandum.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into an
Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOSEPH WRIGLEY, Jun., Woodfield Lodge, Huddersfield, Manufacturer.

JOHN DAY, Moldgreen, Huddersfield, Manufacturer.

WILLIAM PAUL ENGLAND, By-the-Wood Hollow, Edgerton, Huddersfield, Drysaltery Merchant.

JOHN DODDS, Chancery Lane, Huddersfield, Manufacturer.

WM. ROULSTON HAIGH, Threadneedle Street, Huddersfield, Merchant.

JOHN OGSTON, St. George's Square, Huddersfield, Merchant.

HENRY DYSON TAYLOR, Greenhead Lane, Huddersfield, Manufacturer.

JAMES EDWARD WILLANS, Edgerton, Huddersfield, Merchant.

JOSIAH BERRY, Brunswick House, Huddersfield, Manufacturer.

MAX. ZOSSENHEIM, Clyde House, Huddersfield, Merchant.

JOHN MARSDEN, Queen Street, Huddersfield, Cotton Spinner.

EDWARD ARMITAGE, Edgerton Hill, Huddersfield, Manufacturer.

WILLIAM MOORE, Woodlands, Edgerton, Huddersfield, Sharebroker.

Dated this 16th day of January, 1875.

**Witness to the above signatures,
BENJAMIN EASTWOOD,
18, Portland Street, Huddersfield**



No. 9141C



Certificate of Incorporation on Change of Name

Whereas

The Huddersfield Incorporated Chamber of Commerce (the word “Limited” being omitted by licence of the Board of Trade) was incorporated as a limited company under the Companies Acts, 1862 and 1867, on the Twenty-second day of January, 1875

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name,

Now therefore I hereby certify that the Company is a limited company incorporated under the name of The Huddersfield and Spen Valley Incorporated Chamber of Commerce.

Given under my hand at London, this Twenty-fifth day of April, One Thousand Nine Hundred and Sixty Seven.

L. S. Whitfield

Assistant Registrar of Companies.

it through the post in a prepaid postal item, addressed to such member at his registered address as appearing in the register of members.

(b) Any notice, if served by post, shall be deemed to have been served on the day following that on which the postal item containing the same is put into the post, and in providing such service it shall be sufficient to prove that the postal item containing the notice was properly addressed and put into the post office as a prepaid postal item.

ARBITRATION

34. The Board, or any member or members thereof on request by the Board, may undertake the arbitration of disputes arising out of commercial transactions.

BYE-LAWS

35. The Board shall make Bye-laws of the Chamber respecting the constitution and procedures of committees, arbitrations and such other matters as it may deem necessary and may alter such Bye-laws from time to time as it may deem necessary and which shall not infringe or be inconsistent with the provisions of the Memorandum or Articles of Association. Any member of the Chamber wishing to propose an addition to, or alteration in, or revocation of any such Bye-laws shall give seven days' previous written notice thereof to the Secretary, who shall give at least fourteen days' notice to the Board of such proposition, and no Bye-law shall be added to, altered or revoked without such notice. The Board shall have power to make, alter, revoke or suspend any Bye-laws as above provided by a majority of two-thirds of those present and voting.

INDEMNITY

36. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every officer regarded as a Director in the context of the Act or Secretary shall be entitled to be indemnified out of the assets of the Chamber against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

THE COMPANIES ACTS, 1862, 1867, 1908 and 1917 THE COMPANIES ACTS, 1948 to 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION of THE MID YORKSHIRE CHAMBER OF COMMERCE AND INDUSTRY LIMITED

*(adopted by Special Resolution passed on 22nd March 1996 and
amended by Special Resolution passed on 30th March 2000
amended by Special Resolution passed on 8th April 2002)*

1. The Association, as referred to in the Memorandum of Association, is styled "The Mid Yorkshire Chamber of Commerce and Industry Limited" and referred to in this Article as "the Chamber".
2. At the 11th December 1992 the number of Members of the Chamber is declared not to exceed two thousand eight hundred.
3. The Board of the Chamber, hereinafter mentioned, may, whenever the purposes of the Chamber require it, register an increased number of members.
4. These Articles shall be construed with reference to the Companies Act, 1985 (herein referred to as "the Act"), or any statutory modification thereof, and terms used in these Articles shall, unless the context otherwise requires, be taken as having the same respective meanings as they have where used in the Act, except as otherwise herein may be provided.
5. The Chamber is established for the purposes expressed in the Memorandum of Association. Being instituted solely for purposes of the protection and advancement of commerce, and matters connected with or ancillary to commerce, all questions of party politics, general or local, are excluded.
6. (a) The following may be members of the Chamber, viz; persons, companies, incorporated associations or bodies interested in the various branches of the trade, commerce or manufacturers of the United Kingdom generally and of the Metropolitan District of Kirklees and the Metropolitan District of Wakefield and the Metropolitan District of Calderdale and their neighbouring districts in particular.

(b) No firm or other unincorporated association may as such become a member of the Chamber, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantage of membership it shall nominate its members to act as its representative apply its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Chamber.
7. Application for membership shall be made in writing, in such form as the Board of the Chamber may require and addressed to the Secretary. The Application shall be brought before the Board at its next or

some subsequent meeting, when a majority of the members of the Board then present may elect the applicant as a member. The Board shall not be obliged to assign any reason for refusing to elect any applicant to membership.

SUBSCRIPTIONS

8. The annual subscriptions of members of the Chamber shall become due and payable on the anniversary of the date that they joined the Chamber, or the first of January if that has previously been held as their renewal date, unless otherwise determined by the Chamber in General Meeting. Annual subscriptions will be charged in accordance with such rates of subscription as the Board may from time to time determine; provided that written notice of at least one month prior to the 1st day of January in the year next following shall be given of any increase in subscriptions, unless all the members affected by such increase agree to pay the increase voluntarily without such notice being given.

VOTES

9. Each member of the Chamber shall be entitled to one vote. No member shall be entitled to exercise the right of voting whose subscription remains unpaid at the time the vote is taken. The provisions of Article 15, Article 21 or Article 26(b) as the case may require shall apply in regard to the procedure for taking votes. In the case of equality, the Chairman shall have a second or casting vote and whether on a show of hands or on a poll.

DETERMINATION OF MEMBERSHIP

10. Any member wishing to retire from the Chamber shall give written notice to that effect to the Secretary at least one calendar month before the anniversary renewal date of the member's subscription. If such notice shall not have been given, such members shall be held liable for the payment of the subscriptions for the year next ensuing.

11. The Board shall have power to expel any member, by resolution passed by three-fourths of the members of the Board present and voting at the meeting at which the resolution is proposed Provided Always that such member shall be given at least fourteen days' notice of the meeting and of the resolution and a proper opportunity of attending and being heard thereat.

ANNUAL AND GENERAL MEETINGS

12. The Annual General Meetings of the Chamber shall be held in each calendar year on a date to be fixed by the Board and not later than the last day of May. At least twenty-one days' notice in writing shall be given to all the members, specifying the place, the day and the hour of such meeting.

The business of the meeting shall be:-

- (a) to receive the Annual Report of the Board;
- (b) to receive the annual Statement of Accounts;
- (c) to receive the result of the election of members of the Board under Article 21 hereof;
- (d) to appoint an Auditor or Auditors;
- (e) to consider and, if deemed advisable, take action with reference to any business or motion of which not less than ten days' notice shall have been given to the Secretary, provided that such business or motion be not repugnant to or inconsistent with the Memorandum or Articles of Association of the Chamber.

13. General Meetings other than the Annual General Meeting, which are convened for the purpose of considering any business or motion concerning the functions of the Chamber, shall be called Extraordinary Meetings, and shall be convened by the Secretary at the request of the President, or by

Chamber is formed, but such extraordinary expenditure shall be reported to the Board once every month.

COMMITTEES OF THE CHAMBER

30. The Board shall appoint from among either the membership of the Board or otherwise qualified persons such committees of the Chamber as it may deem necessary for the more effective carrying out of the work of the Chamber, and may at any time dissolve or re-appoint any such committee. The Board may from time to time at its discretion delegate to any of such committees all or any of the powers vested in the Board by these Articles and may at any time vary or rescind such powers as may have been delegated. Save where the Board shall otherwise direct, the Chairman of any such committee shall be appointed by such Committee.

RECORDS

31. A correct record and minutes of the proceedings of the Chamber and its Board, committees and sections shall be kept by the Secretary, who shall have the custody of all documents, deeds, parliamentary papers, statistical and commercial works, books of account and other property of a like nature belonging to the Chamber.

ACCOUNTS

32. (a) The Board shall cause accounting records to be kept in accordance with Section 221 of the Act.

(b) The accounting records shall be kept at the registered office of the Chamber or, subject to Section 222 of the Act at any such other place or places as the Board think fit, and shall always be open to the inspection of the Officers of the Chamber.

(c) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of members not being Officers of the Chamber and no member (not being an Officer of the Chamber) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in General Meeting.

(d) The Board shall from time to time, in accordance with Sections 227, 229, 235 and 241 of the Act, cause to be prepared and to be laid before the Chamber in general meeting such income and expenditure accounts, balance sheets, group accounts and reports as are referred to in those Sections.

(e) A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Chamber in general meeting, together with a copy of the reports of the Auditors and of the Board, shall not less than twenty-one days before the date of the meeting be made available to every member of the Chamber.

(f) Auditors shall be appointed and their duties regulated in accordance with Section 384 to 392 of the Act inclusive, the members of the Board being treated as the Directors mentioned in these Sections.

(g) Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

NOTICES

33. (a) A notice may be served by the Chamber upon any member, either personally or by sending

who shall be found to have received the greatest number of votes shall be declared elected. In case of equality of votes the Chairman of the meeting shall have a casting vote.

22. Nominations for and election of area elected members may only be made by members of the Chamber whose principal place of business is within the Metropolitan area for which the prospective area elected member seeks election.

MEETINGS OF THE BOARD

23. Save when the Board shall otherwise determine, the Board shall meet once a month, the monthly meeting to be on a fixed day as determined by the Board. Special meetings of the Board may be convened by the President, by both Vice-Presidents or by three members of the Board, notice of such meeting, stating the objects thereof, being given at least three days previously by the Secretary.

24. No business of which notice has not been duly given in the circular convening the meeting shall be transacted at any meeting of the Board except by consent of the Chairman of the meeting.

25. All meetings of the Board shall be presided over by the President, or one of the Vice-Presidents and in their absence by an elected member of the Board chosen by the meeting, and the Chairman shall have a second or casting vote. Six members personally present shall constitute a quorum.

POWERS OF THE BOARD

26. In pursuance of its responsibility to manage the business of the Chamber, the Board shall have power to act generally as the principal executive body of the Chamber in all those respects which are not solely within the power of General Meetings according to the Articles, and in particular:

(a) to have control of the funds of the Chamber, and to use the same in such manner as it may deem necessary for carrying out the objects for which the Chamber is formed including the power to take, furnish and maintain offices for the use of the Chamber, and to appoint a Chief Executive and such other staff as may deem necessary for the due conduct of the business of the Chamber, and

(b) to ascertain at any time, if it thinks it advisable to do so, the opinion of the members of the Chamber on any question by means of voting papers without calling an Extraordinary General meeting of the Chamber. Such vote shall be conducted under such conditions as may be directed by the Board, and the result of the vote shall be ascertained in accordance with Article 9. A majority of the votes recorded by the voting papers shall be deemed an expression of the opinion of the Chamber. A voting paper shall be deemed duly signed if it is signed by the members entitled thereto, or in the case of a company by a director or secretary thereof.

OFFICERS OF THE CHAMBER

27. The Board shall, at its first meeting after the Annual General Meeting, elect out of the elected members, a President, two Vice-Presidents and an Honorary Treasurer together called "the Officers of the Chamber" for the ensuing year.

28. The Vice-Presidents shall be called First Vice-President and Second Vice-President. Each of the Officers shall normally hold office in one position of office for one year, and the Second Vice-President shall normally occupy the offices successively of First Vice-President and President. The Board may, however, recommend, and the Annual General Meeting may decide, that these arrangements shall be varied in any year if sufficient reason is deemed to exist.

29. The Officers jointly shall have power to act on behalf of, and if deemed necessary to bind the Chamber, in any matter for which they may either generally or specifically be empowered by the Board. They shall in any case have power to authorise extraordinary expenditure for the purposes for which the

direction of the Board, or on the written requisition of six members of the Board or of twenty-four members of the Chamber. The objects of the meeting shall be stated in such request, direction or requisition, and not less than twenty-one days' notice of the meeting and of the subject or subjects to be brought forward thereat shall be given by circular addressed to each member. The foregoing provisions of this Article shall be without prejudice and in addition to the provisions of Section 368 of the Act relating to the requisitioning of general meetings.

14. (a) All General Meetings of the Chamber shall be presided over by the President, or, in his absence, by a Vice President, or, in their absence, by a Chairman elected by the Meeting. A quorum at any General Meeting shall be ten members present, whether individual members or corporate members by their duly authorised representatives.

(b) The Chairman of the meeting may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

15. (a) Questions at any General Meeting shall be determined by a majority of members present and voting thereat on a show of hands, each member being entitled to one vote only. Provided that a poll may be determined by one-fourth at least of the members present in person or by proxy, or by five of such members, or by a member or members present and representing one tenth of the voting rights of all the members having the right to vote at the meeting. On a poll the method of counting votes shall be in accordance with Article 9. In the case of a company which is a member, only the person appointed to represent the company shall be entitled to vote at meetings of the Chamber.

(b) Nothing herein contained shall be construed so as to prevent the attendance, without the right to vote, at meetings, of directors of a company which is a member or of partners in a firm which has a representative member.

(c) Nothing herein contained shall be construed as preventing directors of a company or partners in a firm or members of an association from being eligible for membership in their individual capacities.

(d) Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

(e) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal if any and, if none, then under the hand of some officer duly authorised in that behalf.

(f) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

(g) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I/We
of
a member of The Mid Yorkshire Chamber of Commerce and Industry Limited hereby appoint

of
and failing him
of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned as the case may be) General Meeting of the Chamber to be held on the _____ day of _____ and at every adjournment thereof.

As witness my hand this _____ day of _____ 20 ____.

This form is to be used in favour/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

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

16. (a) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(b) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

17. No resolution of a General Meeting shall be rescinded, except at an Extraordinary General Meeting called for that purpose.

CONSTITUTION OF THE BOARD

18. The business of the Chamber shall be managed by a Board which shall be constituted as follows:-

(a) The Officers of the Chamber, namely the President, two Vice-Presidents and Honorary Treasurer, who shall not be required to retire from the Board during their period of office except as provided by paragraph (c) of this Article or in pursuance of a resolution of an Extraordinary General Meeting and who shall hold office for a period of one year and who in the case of the Honorary Treasurer shall be eligible for re-election at the end of his year of office.

(b) Elected members who shall be eleven in number and of whom:-

(i) eight shall be ordinary elected members, and

(ii) three shall be area elected members of whom one shall be a member resident or with a place of business within the Metropolitan District of Kirklees, one shall be a member resident or with a place of business within the Metropolitan District of Wakefield and one shall be a member resident or with a place of business within the Metropolitan District of Calderdale

including the four officers specified under Article 18(a) elected as hereinafter provided from qualified persons, that is to say persons who unless the President shall otherwise direct have not effectively retired from commercial life and are Members of the Chamber or the duly appointed

representatives of companies which are Members of the Chamber. Four of such members shall retire by rotation at the Annual General Meeting in each year. The members to retire shall be those who have been longest in office since their last election and so that as between members of equal seniority, those to retire shall, in the absence of agreement, be selected from amongst them by lot.

(c) Members appointed by the Board to fill casual vacancies. In the event of any elected member of the Board ceasing to be qualified on absenting himself from the meetings of the Board for six consecutive calendar months, or resigning, dying, becoming insolvent or being a representative of a limited company which has gone into liquidation (other than for the purposes of amalgamation or reconstruction) or resigned or being a representative member of a firm or association which has dissolved between the regular periods of annual election, he shall cease to be a member of the Board which may elect another qualified person of the Chamber to fill the vacancy and the term of office of each member so elected shall be for the unexpired period of the member whose place he shall fill.

Any vacancy in the Board not so filled up may be filled at the next Annual General Meeting, and any vacancy not filled up at an Annual General Meeting (whether a casual vacancy or vacancy caused by a failure to fill all rotational vacancies by election) may be filled by the Board in its unfettered discretion.

(d) The Chief Executive and the Deputy Chief Executive for the time being of the Chamber.

(e) Honorary members being such persons as the Board shall from time to time think fit and who shall be elected by the Board for such period or periods as the Board shall decide but who shall not be entitled to vote at meetings of the Board.

ELECTION OF BOARD MEMBERS

19. The election of the elected members of the Board shall be conducted as follows:- during the whole of the month of January in each Year, three lists shall be open, one at the registered office of the Chamber and two at each at the Chamber's major area offices, for members of the Board at the next Annual General Meeting, as referred to at Article 18(b) above. The headings to the lists shall indicate which elected members are due to retire by rotation and shall also indicate any casual vacancies which have remained unfilled by the Board at that time. The lists shall be closed on the last day of January in each year and no member shall be eligible for election whose name shall not have been entered on one of the lists unless such member is nominated at the Annual General Meeting to fill a casual vacancy which shall have arisen since the lists were closed. The Secretary of the Chamber shall cause written notification of the contents of such lists to be sent to each member prior to the first day of January in each year. Each name entered on the list shall be accompanied by the name and signature of a proposer and a seconder who shall be members. No member whose subscription remains unpaid at the date of entry on the lists may be nominated or act as proposer or seconder.

20. No member shall be entitled to make more than two nominations on the nomination sheet, and if he shall do so all his nominations shall be void.

21. If the number of nominations on each of the three lists shall not exceed the number of vacancies existing at the time that list is closed, the members so nominated shall be deemed to be duly elected. If the nominations on each list shall exceed the number of vacancies, the Secretary shall, seven days at least before the day appointed for the Annual General Meeting issue a voting paper to each member of the Chamber entitled to vote, the voting paper to contain the names of the persons nominated. Such voting paper shall be returned to the Secretary duly signed not less than forty-eight hours before the meeting. Subject to the provisions of Article 22 hereof each member may vote for as many candidates as there are vacancies to be filled and no more. The number of votes counted as given by each member returning the voting paper shall be in accordance with Article 9. Two members of the Board, nominated by the Board, shall count the votes, and those candidates (equivalent in number to the number of vacancies to be filled)