



# Private Company Limited by Guarantee

## Memorandum of Association of North East England Chamber of Commerce

1. The Company's name is "NORTH EAST ENGLAND CHAMBER OF COMMERCE".
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Association is established are:-
  - (1) To promote and protect the internal and external trade, commerce, shipping, manufacturing industries and professional services of the United Kingdom and in particular those of North East England.
  - (2) To consider and to provide for the formation and exchange of views on all questions and matters connected with such trade, commerce, shipping, manufactures and professional services, or any of them, and to collect, distribute and publish statistics and information relating thereto.
  - (3) To represent, express and give effect to the opinions of traders, manufacturers and professional firms in North East England on commercial or mercantile matters of all kinds.
  - (4) To promote, support or oppose legislative or other measures, whether public or private, affecting such trade, commerce, shipping, manufactures or professional services.
  - (5) To undertake and arrange for settlement by arbitration of trade disputes.
  - (6) To provide training course for individuals in any trade or occupation as may be thought fit and to act as an Enterprise Agency.
  - (7) To provide to persons or firms carrying on any profession, business, trade or occupation accounting, secretarial and office services and all staff, premises, office furniture and equipment, office cleaning, repairs and decorations, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing, stationery, telex, telefax, training, computer services and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; to carry on all or any of the businesses of secretaries, registrars, nominee shareholders, investment holders, general managers, administrators, advisers, accountants, book-keepers, agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, insurance agents, estate agents and property managers, valuers, printers, publishers and stationers, to provide office accommodation and all kinds of commercial intelligence and services, hire purchase and general finance and to act as company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers, and dealers and contractors in and makers, importers and exporters of all kinds of goods and merchandise; to institute, enter into, carry on, assist and participate in financing, promoting, dealing



and other business works, contracts or operations of all kinds; to invest or procure the investment in, and to deal and operate in and with rights, securities, stocks, shares, debentures, bonds, articles and things of all kinds; to undertake secretarial work and to supply or lend assistance or accommodation to or do any act or thing for companies, professional or business men or otherwise upon such terms as may be thought fit.

(8) To carry on those trades or businesses necessary for or incidental to the attainment of the objects contained in this Memorandum together with any other trade or business whatever which can in the opinion of the Council of the Chamber be advantageously carried on in connection with or ancillary to any of those trades and businesses contemplated above.

(9) To promote, assist in or participate in any trade commission or enquiry relating to the said trade, commerce, shipping, manufactures and professional services.

(10) To promote, organise and hold or assist in the promotion, organisation and holding, of meetings, conferences, exhibitions and missions for the furtherance or promotion of trade, industry or commerce.

(11) To enter into agreements with other Chambers of Commerce and other bodies for the advancement of trade, industry and commerce and the protection of those working in such fields.

(12) To enter into any partnership or arrangement in the nature of a partnership, cooperation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Association is authorised to carry on or conduct or from which the Association would or might derive any benefit whether direct or indirect.

(13) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets or liabilities of the Association or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities, rights or obligations of any such company.

(14) To merge or amalgamate with any other company.

(15) To sell or dispose of the undertaking, property and assets of the Association or any part thereof in such manner and for such consideration as the Association may think fit, and whether for cash or shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Association for the purpose or not, or for other valuable consideration, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Association.

(16) To subscribe to local and national charities and to grant donations for public purposes.

(17) To borrow any money required for the purposes of the Association upon such terms as may be convenient with or without the giving of security.

(18) Without limiting any powers which apart from this sub-paragraph would be implied, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purpose of its business.



- (19) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (20) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined by the board of directors and to hold or otherwise deal with any investments made.
- (21) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to receive money on deposit or loan upon any terms.
- (22) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company, including (but not limited to):-
  - (22).1 any liabilities and obligations whatever of, and the repayment or payment of any monies whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
  - (22).2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in any company which is for the time being the Company's holding company insofar as the giving of any such guarantee or other support or security is not prohibited by law; and
  - (22).3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities.
- (23) To promote, sponsor, establish, maintain and act as trustee of any scheme or fund for providing insurance, pensions or other benefits on disability, retirement or death for and in respect of any persons engaged in or connected directly or indirectly with United Kingdom trade, commerce, transport and manufacture including (without limitation) the members of the Company and for and in respect of the employees of any such persons and the partners, directors and employees of any firms or companies so engaged and connected or of the Company and to cause to be incorporated and purchase or subscribe for and hold shares, debentures, debenture stock or other securities of or to make loans to any company or trust formed for the purpose of acting as manager, trustee or nominee in relation to any such scheme or schemes.
- (24) To undertake and execute any trusts, either gratuitously or otherwise, which may seem directly or indirectly conducive to any of the objects of the Company.
- (25) To do all such other things as are incidental, conducive or necessary to the attainment of the above objects.

#### 4.

The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the persons who at any time are, or have been, Members of the Company, 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 employees of the Company, or to any Member of the Company or other person in return for any services actually rendered to the Company.

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## 6.

Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## 7.

If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given to or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

THE COMPANIES ACTS 1985 and 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
of  
NORTH EAST ENGLAND CHAMBER OF COMMERCE  
(adopted by special resolution dated 12 June 2012)