
**THE NETHERLANDS BRITISH
CHAMBER of COMMERCE**



MEMORANDUM of ASSOCIATION

and

ARTICLES of ASSOCIATION

Revision September 2002

registered office:

The Netherlands British Chamber of Commerce
'The Dutch House'
307 High Holborn
London WC1V 7LS
ENGLAND

established in London on April 16, 1891,
incorporated in 1958, the name amended in 1971

registered in England under N°. 82384

THE COMPANIES ACTS, 1862 to 1989

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF
THE NETHERLANDS BRITISH
CHAMBER OF COMMERCE

1. The name of the Chamber is “THE NETHERLANDS BRITISH CHAMBER OF COMMERCE”.
2. The Registered Office of the Chamber will be situated in England.
3. The objects for which the Chamber is established are:-
 - (a) To promote and extend by all lawful means:-
 - (i) trade and commerce, industry, agriculture and shipping of and between the Netherlands and the United Kingdom;
 - (ii) the carrying of passengers and goods between the Netherlands and the United Kingdom and elsewhere; and
 - (iii) all and any kind of services necessary to facilitate the carrying out of the above-mentioned objects; and in furtherance of these objects
 - (iv) to promote, organise and hold exhibitions and to assist and co-operate with other public and private bodies and persons in the promotion, organisation and holding of exhibitions;
 - (v) to act as publishers of trade publications of all types;

- (vi) to carry out market research in any field and to publish the results of that search.
- (b) To undertake arbitration and to conciliate in trade disputes at the request of any interested party where the trade interests of the Netherlands and the United Kingdom (or either of them) are concerned.
- (c) To establish branch offices throughout the Netherlands and the United Kingdom.
- (d) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pension allowances or emoluments to any persons who are or were at any time in the employment or service of the Chamber.
- (e) To issue such publications, notices, circulars or otherwise as the Chamber may think fit or necessary for giving publicity to its acts.
- (f) To enter into any arrangements with any Governments or Authorities (supreme, municipal, local or otherwise) that may seem conducive to the objects of the Chamber or any of them, and to accept from any such Government or Authority any rights, privileges, and concessions which the Chamber may think it desirable to obtain, and to carry out, exercise, and comply with such arrangements, rights, privileges and concessions.
- (g) To establish, promote and assist, or concur in establishing and promoting Associations, and all Institutions which may facilitate the Chamber to promote any of the objects mentioned in this Memorandum or to fulfil its mission, and to pay out of the funds of the Chamber all expenses of and incident to the formation, registration, advertising and establishment of this or any other Chamber or Association, and also any expenses connected with the issuing of any circular or notice connected with this or any other Chamber or Association, provided that nothing shall be done which

shall be contrary to the provisions of Clause 4 of this Memorandum of Association.

- (h) To invest and deal with the moneys of the Chamber not immediately required upon such securities and in such manner as may from time to time be determined.
- (i) Subject as to land in the United Kingdom to the provisions of the 21st Section of the Companies Act, 1862, to acquire, purchase, lease, take in exchange, construct, provide and otherwise obtain, build, hold and maintain any lands, buildings, offices and works and any real and personal property, rights and privileges requisite or convenient for the purposes of the Chamber.
- (j) To draw, accept, endorse, discount, execute, and issue Bills of Exchange, promissory notes, debentures, bills of lading, and other negotiable or transferable instruments or securities.
- (k) To hold, in the names of others, any property which the Chamber is authorised to acquire, and to do all or any of the acts and things aforesaid in any part of the world, and as principals, agents, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (l) To do all such lawful things as are incidental or conducive, to the attainment of the above objects or any of them.

Provided that it shall not be lawful for the Chamber to impose on its members or to support with its funds or otherwise or attempt to procure the observance by its members or others of any regulation or restriction which if an object of the Chamber would make it a Trade Union.

Provided also that in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property the Managers or Trustees of the Chamber, shall be chargeable for such property as may come into their hands, and shall

be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees, but they shall, as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated. In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with the same in such manner as allowed by law having regard to such trusts.

Provided that the Chamber shall not promote or undertake nor shall it assist or concur directly or indirectly in the promotion or undertaking of any activity which will or may be detrimental to the trade, industry, agriculture, shipping or services of the Netherlands and the United Kingdom or either of them.

And it is hereby declared that the word "Association" in this Clause when not applied to this Chamber, shall be deemed to include any body of persons politic, mercantile or otherwise, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and whether existing or hereafter to be formed.

4. The income and property of the Association, whencesoever derived, shall be applied solely toward the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.
5. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let

by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. The fourth paragraph of this Memorandum is a condition to which a license granted by the Department of Trade to the Chamber, in pursuance of the Companies Acts 1948 to 1976 is subject.
 7. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the Chamber, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding one guinea.
 8. If upon the winding up or dissolution of the Chamber, there remains, after the satisfaction of all its debts, and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Chamber, but if and so far as effect can be given to the next provision, shall be given or transferred to some other Institution or Institutions having objects similar to the objects of this Chamber, to be determined by the Members of the Chamber at or before the time of dissolution, and if and so far effect cannot be given to such provision, then to some charitable object.
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9. True accounts shall be kept of the sums of money received and expended by the Chamber and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Chamber, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Chamber shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

THE COMPANIES ACTS, 1848 to 1989

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**ARTICLES OF ASSOCIATION OF
THE NETHERLANDS BRITISH
CHAMBER OF COMMERCE**

GENERAL

1. The Chamber shall be styled “The Netherlands British Chamber of Commerce” hereinafter in these Articles referred to as “the Chamber”.
2. The Articles shall be construed with reference to the provisions of the Companies Acts 1948 to 1989 and every other Act of Parliament for the time being in force affecting the Chamber, which are hereinafter referred to as “the Companies Acts”.
3. In the construction of these Articles the following words shall have the respective meanings herein assigned to them, unless there be something in the context inconsistent therewith.
 - (a) Words denoting the singular number only shall include plural numbers also and vice-versa.
 - (b) Words denoting the masculine gender only shall include the feminine gender also.
 - (c) The “General Council” shall mean the General Council for the time being as hereby constituted.
 - (d) “Months” shall mean calendar months.

- (e) "In writing" shall mean written, printed, typewritten or lithographed, or partly one and partly the other.
 - (f) Subject as aforesaid any words or expressions defined in the Companies Acts 1948 to 1989 shall, unless the context otherwise requires, bear the same meaning in these Articles.
4. Any branch or kind of business, which the Chamber is either expressly or by implication authorised to undertake, may be undertaken by the General Council at such time or times as it shall think fit, and further may be suffered by it to be in abeyance - whether such branch or kind of business may have been actually commenced or not - so long as the General Council may deem it expedient not to commence to proceed with the same.
5. The Registered Office of the Chamber shall be in England.

MEMBERS

6. All individuals, incorporated companies or incorporated associations and any individual appointed as a representative of any partnership or unincorporated association interested in the promotion of the objects of the Chamber shall be eligible for membership of the Chamber.
7. For the purpose of registration the number of Members of the Chamber is unlimited.
8. There shall be the following classes of membership:
- (i) Ordinary Members paying annual subscriptions of such amount as the General Council shall from time to time determine;
 - (ii) Fellowship Members (Fellows), being members who are private individuals with a special interest in Anglo-Dutch relations and who shall pay such subscription or subscriptions as the General Council shall determine. Fellowship members shall be entitled to receive notices of the Chamber, attend Chamber events at members' rates and receive such Chamber services as the General Council shall from time to time determine;
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- (iii) Corporate Members being members whose corporate structure allows at least one but not more than five companies within their corporate structure to receive the benefits of membership and who shall pay such subscription or subscriptions as the General Council shall from time to time determine;
 - (iv) Donating, Members, being members who in the opinion of the General Council give special support to the activities of the Chamber and who shall pay such subscription or subscriptions as the General Council shall from time to time determine;
 - (v) Honorary Members who shall be elected in General Meeting on the recommendation of the General Council and by whom no subscription shall be payable.
9. Applications for all classes of Membership of the Chamber shall be in writing and be forwarded to the Honorary Secretary of the Chamber, duly signed by the applicant. All such applications shall comply with the conditions of any bye-laws or other regulations from time to time prescribed by the General Council relating to the proposal or election of Members, and in particular every applicant shall agree to be bound, if elected, by the Memorandum and Articles of Association and any bye-laws or other regulations for the time being in force.

The election of Members shall be in the power and discretion of the General Council whose decision shall be final. The General Council may delegate such power and discretion to the Executive Committee. Such delegation may be revoked at any time.

10. The subscription to the Chamber shall be payable in advance and all subscriptions shall be due and payable from the first day of the month in which the election for membership takes place.
11. No Member shall be entitled, so long as any subscription payable by him remains unpaid, to exercise any of the privileges of membership.

CESSATION OF MEMBERSHIP

12. A member shall ipso facto cease to be a Member of the Chamber:
- (a) if his subscription is in arrear for 6 months;
 - (b) if a Receiving Order or an adjudication in bankruptcy is made against him or his firm, or he or they suspend payment or compound with their creditors, or if the Member (being a corporation) goes into voluntary or compulsory liquidation;
 - (c) if he is certified as a lunatic or becomes of unsound mind;
 - (d) if the General Council decide by a majority of not less than three-quarters of those present and voting at the Meeting of the General Council at which the question is to be determined (after due investigation and after giving, if practicable, the Member a proper opportunity to be heard at such meeting) that he has been guilty of dishonourable or discreditable or of prejudicial conduct to the interests of the Chamber or has wilfully acted in contravention of these Articles or any bye-laws or regulations made pursuant thereto, and that by reason thereof he ought to be excluded from Membership;
 - (e) from the membership renewal date, provided that written notice of withdrawal by registered letter has been received by the General Council not later than three (3) full calendar months before that date. A notice of non-renewal received after the last due date of notice shall not relieve a Member from payment of his subscription for the next year, unless the General Council decides otherwise.
13. When any Member has ceased to be a Member for any reason, it shall be in the power of the General Council to reinstate such person as a Member of the Chamber either unconditionally or subject to such conditions as may be deemed expedient. Such power may be delegated by the General Council to the Executive Committee and may be revoked at any time.
14. Any person ceasing to be a Member of the Chamber for any reason shall nevertheless remain liable to pay all annual subscriptions and

other sums (including all costs of recovering the debt) payable by him to the Chamber at the date of his ceasing to be a Member.

GENERAL MEETINGS

15. An Annual General Meeting shall be held at least once in every year at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Chamber in General Meeting or, if no time or place be so prescribed, at such time (within the period aforesaid) and place as may be determined by the General Council. The above mentioned General Meetings shall be called Annual General Meetings and shall be specified as such in the notices calling them. All other General Meetings shall be called Extraordinary General Meetings.
16. The General Council may call an Extraordinary General Meeting whenever it thinks fit to be held at such time and place as the General Council shall determine and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Companies Act 1985.
17. In the case of every Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution, 21 clear days' notice in writing and in the case of any other Extraordinary General Meeting 14 clear days' notice in writing of the Meeting specifying the place, the date and the hour of meeting and in case of special business the general nature of that business, shall be given in manner hereinafter provided to the Auditors and to such Members as are under these Articles entitled to receive such notice from the Chamber.

A General Meeting may however be convened on shorter notice with such consents and in such manner as is prescribed by the Companies Acts. Every notice given hereunder shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of him and that the proxy

need not also be a Member. The accidental omission to give notice of a Meeting or the non-receipt of notice of a Meeting by any person entitled to receive the same shall not invalidate proceedings at any Meeting.

All business shall be deemed Special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the General Council and the Auditors, the election of Members of the General Council, and the appointment of and fixing of the remuneration of the Auditors.

18. Twenty Ordinary, Corporate and Donating Members shall be a quorum at a General Meeting.
19. If within half an hour from the time appointed for a Meeting a quorum be not present, the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time, day and place as may be appointed by the Chairman who is presiding over the Meeting.
20. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
21. At any adjourned Meeting the Members present and entitled to vote whatever their number, shall have power to decide upon all matters which could have been disposed of at the Meeting from which the adjournment took place.
22. The joint Chairmen of the General Council shall preside as Chairman of the Annual General Meeting in alternate years and in the case of all other General Meetings either of the joint Chairmen shall preside as Chairman of that Meeting, or, in their absence the Chairman of the Executive Committee or Hon. Secretary of the General Council.

23. If at any General Meeting none of the Joint Chairmen nor the Chairman of the Executive Committee or Hon. Secretary of the General Council are present within fifteen minutes after the time appointed for holding a Meeting or if neither of them is willing to act as Chairman, the Members of the General Council present shall choose one of their number to act, but, if there be no Member of the General Council willing to act, the Members present shall choose one of their number to act as Chairman.
 24. Every resolution submitted to the General Meeting shall be decided in the first instance on a show of hands. In case of the voting being equal whether on a show of hands or on a poll the presiding Chairman shall have a casting vote in addition to the vote to which he is entitled as a Member.
 25. Unless a poll is demanded as hereinafter provided a declaration by the Chairman at any General Meeting that a resolution has been passed or lost, or, in the case of a resolution requiring any particular majority, that it was passed or failed to obtain the majority required, without proof of the number or proportion of votes recorded in favour of or against such resolution, and an entry to that effect in the Minute Book of the Chamber shall be sufficient evidence of that fact.
 26. Before or on the declaration of the result of a show of hands, a poll may be demanded by the Chairman or by any five Members present in person or by proxy and entitled to vote, or by a Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the Meeting.
 27. If a poll is duly demanded it shall be taken in such a manner and such time within one month thereafter as the Chairman may before the conclusion of the Meeting direct and the result of such poll shall be deemed to be the resolution of the Chamber in General Meeting as at the date of taking the poll. Provided always that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken at the Meeting and without adjournment.
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28. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
29. The proceedings at all Meetings shall be conducted in Dutch or English, as the Chairman shall direct, and correct Minutes of such proceedings shall be kept in English.

VOTES AT GENERAL MEETINGS

30. Ordinary, Corporate and Donating members shall have one vote, subject to the provisions of Article 32.

An incorporated company or association, being a Member, may appoint any person to represent it at a General Meeting as provided by Section 375 of the Companies Act 1985.

31. Votes may be given either personally or by proxy. A proxy need not be a Member of the Chamber.
32. No Member shall be entitled to be present or to vote either personally or by proxy at any General Meeting or upon a poll unless he has paid his subscription.
33. (a) The instrument appointing a proxy shall be in writing under the hand of the appointor, or, if such appointor be a corporation, under Common Seal or otherwise, in accordance with its Constitution and shall be delivered at the registered office of the Chamber not less than forty-eight hours before the time appointed for the Meeting or adjourned Meeting at which it is proposed to be used.
- (b) An instrument of proxy, whether for a specified Meeting or otherwise, shall, as nearly as circumstances will admit, be (unless some other form is specifically directed by the General Council) in the form or to the effect set out in Appendix I following these Articles.

**THE GENERAL COUNCIL and
ELECTION OF OFFICERS**

34. (a) At the Annual General Meeting in each year the Chamber may appoint Patrons and not more than two Presidents and six Vice-Presidents. Presidents and Vice-Presidents so appointed at the Annual General Meeting shall hold office until the next Annual General Meeting when they may be eligible for re-election.
- (b) The Chamber may also at any time by Ordinary Resolution appoint any person who has rendered services of outstanding merit to the Chamber to the office of Vice-President for Life, but no such appointment shall be made unless recommended by not less than two-thirds of the Members of the General Council.
- (c) A President, Vice-President or Vice-President for Life shall be entitled to notice of Meetings of the Chamber and of the General Council and to attend thereat in an advisory capacity but without any right to vote.
- (d) A President, Vice-President or Vice-President for Life shall be subject to disqualification from office in the same manner as a Member of the General Council as hereinafter provided save that the provisions of Article 55 (c) shall not apply.
35. There shall be a General Council for the management of the affairs of the Chamber and the number of Members of the General Council shall be not less than 15 or more than 20.
36. No person shall be eligible for election as a Member of the Council unless he is an Ordinary, Corporate or Donating Member of the Chamber or a Director or other principal officer of a corporation which is an Ordinary, Corporate or Donating member, who, if elected as a Member of the Council, shall remain qualified to hold that office only for so long as he continues to be such member or to be a Director or other principal officer of such corporation member as the case may be.
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37. Any resolutions passed, decisions made or business transacted by the General Council at a time when the number of its Members has fallen below 15 shall nevertheless be of full force and effect. Such deficiency in numbers shall be remedied at the next General Council meeting.
38. At the Annual General Meeting in every year one-third of the Members of the Council for the time being or, if their number is not a multiple of three, then the number nearest one-third shall retire from office, but such retiring Members shall remain in office until the conclusion of such Meeting.

The Members of the Council to retire in every year shall be determined by reference to their length of service on the General Council so that those with the longest service shall be the first to retire.

39. A retiring Member of the General Council shall be eligible for re-election.
40. The Chamber at the Meeting at which Members of the General Council retire in the manner aforesaid, may fill all or any of the vacated offices by re-electing any of the retiring Members of the General Council or by electing other eligible members.

At such Meeting the Chamber shall appoint such a number of eligible persons as, together with the Members of the General Council shall number not less than fifteen Members and the Chamber may also appoint additional Members of the General Council but so that the General Council shall not consist of more than twenty Members.

In the event of the number of candidates for election as Members of the General Council exceeding the number of vacancies, the vacancies shall be filled by the candidate or candidates receiving the highest number of votes. New Members of the General Council shall assume office at the conclusion of the Meeting at which they are appointed.

41. A retiring Member of the General Council may be re-elected if his election is proposed by a Member of the General Council and seconded by any other Member of the Chamber both being present at
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the Meeting of the Chamber at which such Member of the General Council retires but no other person shall be eligible for election as a Member of the General Council at any General Meeting unless not less than seven or more than twenty-one days before the date appointed for the Meeting there shall have been left at the registered office of the Chamber notice in writing signed by at least three Members duly qualified to attend and vote at the Meeting for which such notice is given of their intentions to propose such persons for election and also notice in writing signed by that person of his willingness to act if elected.

42. Subject to Articles 35 and 36 the General Council shall have power at any time and from time to time to co-opt any eligible person as a Member of the General Council either to fill a casual vacancy or as an addition to the existing General Council.
43. If the Members of the General Council shall fall below fifteen in number the General Council will co-opt in their next meeting an additional Member or additional Members so as to bring the number of the General Council up to fifteen.
44. Any Member of the General Council co-opted under the provisions of the last two preceding articles shall hold office only until the conclusion of the next following Annual General Meeting and shall then be eligible for re-election.
45. The General Council shall elect from their own number at the first General Council Meeting following each Annual General Meeting at least one, but not more than two Joint-Chairmen. Any Chairman so appointed may be removed by the General Council.

HONORARY SECRETARY and HONORARY TREASURER

46. The General Council shall appoint at the first General Council Meeting following each Annual General Meeting from amongst its members such persons to act as Honorary Secretary and as Honorary Treasurer to the Chamber upon such terms as the General Council
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shall think fit. Any Honorary Secretary and Honorary Treasurer so appointed may be removed by the General Council.

POWERS OF THE GENERAL COUNCIL

47. The business of the Chamber shall be managed by the General Council, who may exercise all such powers of the Chamber and do all such acts and things on behalf of the Chamber as may be exercised or done by the Chamber and are not hereby or by the Companies Acts expressly directed or required to be executed or done by the Chamber in General Meeting, subject nevertheless to the provisions of the Companies Acts or these Articles and to such regulations (not being inconsistent with these Articles) as may be prescribed by the Chamber in General Meeting but no regulation shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.
48. The General Council may meet in the United Kingdom, in the Netherlands or elsewhere for the despatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit.
49. Seven members of The General Council with voting rights personally present shall be a quorum at a Meeting of The General Council. Personally present shall include those members taking part in the meeting by means of electrical and/or electronic conferencing facilities.
50. Ordinary meetings of the General Council shall be held as far as possible at least once every year at such date as may from time to time be decided upon by the General Council. The Chairmen or, either of them, or any five members of the General Council may at any time summon, or require the Honorary Secretary to summon, a meeting of the General Council.
51. Questions arising at any Meeting shall be decided by a majority of votes and in case of any equality of votes the presiding Chairman shall have a second or casting vote.

Valid votes shall include any votes dealing with business to be

transacted on the agenda of that meeting deposited by members of The General Council in writing at the Chamber's secretariat not less than 24 hours before the time appointed for holding the meeting.

52. Joint-Chairmen shall alternately preside at Meetings of the General Council. If only one Chairman is present, he shall preside. In the absence of both Chairmen, the Chairman of the Executive Committee shall preside. In the absence of both Chairmen and the Chairman of the Executive Committee, the Hon. Secretary or one of the Members of the General Council shall preside.
53. All acts done by the Members of the General Council or by any person acting as a Member of the General Council at any Meeting of the General Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of the General Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the General Council.
54. The General Council shall cause Minutes to be kept, in books provided for the purpose of all proceedings and resolutions of General Meetings and of Meetings of the General Council or of Committees; and any such Minutes, if signed by the Chairman of the Meeting to which they relate, or at which they are read, shall be received as conclusive evidence of the facts therein stated.

DISQUALIFICATION OF MEMBERS OF THE GENERAL COUNCIL

55. Membership of the General Council shall cease ipso facto:
 - (a) If any such Member holds any salaried office or place of profit under the Chamber.
 - (b) If any such Member becomes of unsound mind or becomes bankrupt, have a receiving order made against him suspend
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payment, or compound with his creditors.

- (c) If any such Member ceases at any time to be duly qualified to hold office as a Member of the General Council.
- (d) If any such Member sends in a written resignation.
- (e) If it is unanimously resolved by all other Members of the General Council that such Member shall cease to act as a Member of the General Council.
- (f) If a resolution is passed for his removal pursuant to Section 303 of the Companies Act 1985.
- (g) If he ceases to be entitled to hold office by virtue of an Order made under Section 6 of the Company Directors Disqualification Act 1986.

INDEMNITY OF MEMBERS OF THE GENERAL COUNCIL, etc.

56. Subject to the provisions of the Companies Acts every Member of the General Council Officer or servant of the Chamber and the Trustees (if any) for the time being, shall be indemnified out of its funds against all actions, costs, charges, expenses, losses and liabilities incurred by him or them in the conduct of the Chamber's business or in the discharge of his or their duties or supposed duties and no Member of the General Council or Officer of the Chamber shall be liable for the acts or omissions of any other Member of the General Council or Officer or by reason of his having joined in any receipt for money not received by him personally or for any loss on account of defect of title to any property acquired by the Chamber or on account of the insufficiency of any security in or upon which any moneys of the Chamber shall be invested or for any loss incurred through any banker, broker or other agent.

EXECUTIVE COMMITTEE

57. The General Council shall, without delay after each Annual General Meeting elect an Executive Committee. The Executive Committee shall be not less than three or more than five elected members.
58. The Executive Committee shall, subject to the supervisory control of the General Council, carry out the Chamber's business. The Executive Committee will meet at least once every two months.
59. The Members of the Executive Committee shall be Members of the General Council.
60. The General Council shall appoint without delay after each Annual General Meeting a Chairman of the Executive Committee. The Honorary Secretary and the Honorary Treasurer shall be ex-officio members of the Executive Committee. The Chief-Executive and Deputy-Chief-Executive of the Chamber shall be ex-officio members in addition to the elected members. In the absence of the Chairman the Hon. Secretary shall preside.
61. Four Members of the Executive Committee personally present shall be a quorum at a Meeting of the Executive Committee. Questions arising at any Meeting shall be decided by a majority of votes and in case of any equality of votes the presiding Chairman shall have a second or casting vote. No votes may be given by proxy.
62. Any decisions made or business transacted by the Executive Committee at a time when the number of its elected Members has fallen below three shall be null and void. Such deficiency in numbers shall be remedied within two months of its first occurring.
63. If the elected Members of the Executive Committee shall fall below three in number the Members of the Executive Committee shall at their next Meeting co-opt as soon as practicable for such purpose, but given the provision in article 62, an additional Member or additional Members so as to bring their number up to three.
64. The Executive Committee shall cause Minutes to be kept, in books provided for the purpose of all proceedings at Meetings; and any such

Minutes, if signed by the Chairman of the Meeting to which they relate, or at which they are read, shall be received as conclusive evidence of the facts therein stated.

MANAGEMENT COMMITTEES

65. (i) The General Council and/or Executive Committee can appoint a Management Committee on an ad-hoc basis to assist the Executive Committee with specific business of the Chamber.
- (ii) A Management Committee will, as often as required by the General Council or Executive Committee, report to the Executive Committee on their specific activity.
- (iii) After a Management Committee has delivered its final report the Committee will stand down.
- (iv) Members of Management Committees need not be members of the General Council nor Executive Committee.

CHIEF EXECUTIVE

66. (i) The Chamber shall have a Chief Executive, who, subject to the overriding control of the General Council, shall be appointed by the Executive Committee. The Chief Executive so appointed may be removed from office by the General Council.
 - (ii) With the approval of the Executive Committee (first to be obtained) and subject to these Articles of Association and the Bye-Laws of the Chamber in force from time to time the Chief Executive will appoint one Deputy.
 - (iii) With the approval of the Executive Committee (first to be obtained) and subject to these Articles of Association and the Bye-Laws of the Chamber in force from time to time the Chief Executive or his Deputy may delegate part of his duties to one or more members of the Executive staff of the Chamber.
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(iv) With the approval of the Executive Committee (first to be obtained) and subject to these Articles of Association and the Bye-Laws of the Chamber the Chief Executive or his Deputy may revoke or vary such delegation given under the provision of article 66 (iii) at any time. The Executive Committee can direct the Chief Executive to revoke in whole or in part any such delegation or make variations therein.

67. The Executive Committee can, for a maximum period of two months, suspend the Chief Executive. If after the maximum period of two months the suspension has not been confirmed by the General Council, the suspension will automatically lapse.

68. The duties, authority and responsibilities of the Chief Executive shall be laid down in Bye-Laws as determined from time to time by the Executive Committee as approved by the General Council.

The Executive Committee may make interim Bye-Laws or vary existing Bye-Laws. Such interim Bye-Laws and variations will lapse and cease to have force as Bye-Laws unless approved by the General Council at their meeting following the making of such new Bye-Laws or variations.

TRUSTEES

69. The General Council may from time to time appoint a Trustee or Trustees from among their number, or otherwise, in whose names may be held any property of the Chamber which it may be desirable should be so held.

70. The General Council may from time to time (when and as occasion may arise they may think fit) appoint any Trustee or Trustees in the place of any such Trustee or Trustees.

71. On the appointment of any new Trustee the General Council shall direct cause and procure such of the funds of the Chamber as shall then be vested in any Trustee for the Chamber (as to which the Trustee shall think fit so to direct) to be conveyed, assigned or otherwise transferred or assured to such new Trustee or to be vested in his name

jointly with any continuing Trustee or Trustees or solely, as the case may be.

72. (a) The General Council shall appoint two individuals as Trustees of the Chamber's Retirement and Death Benefit Scheme in the UK ('The NBCC Pension Fund'). A member nominated trustee (MNT) will be elected by ballot by the scheme members (active and deferred) with reference to the provisions of the Pensions Act 1995.
- 72 (b) A deficiency in the number of Trustees shall be remedied as follows: if the number of Trustees appointed by the General Council shall fall below two the General Council will appoint in their next meeting a new Trustee; a member nominated trustee (MNT) shall be elected by ballot within two month by the scheme members (active and deferred) with reference to the provisions of the Pensions Act 1995.

ACCOUNTS

73. The General Council shall in accordance with the requirements of the relevant Sections of the Companies Acts cause sufficient and true accounts to be kept of the assets and liabilities, receipts and expenditure of the Chamber, and of all sales and purchases of goods by the Chamber.
74. The General Council shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Chamber's affairs including proper books with respect to:
- (a) All sums of money received and expended by the Chamber and the matters in respect of which the receipts and expenditure take place;
 - (b) a receipt book with counterparts;
 - (c) a register of fees chargeable by the Chamber;
 - (d) a register of the Members of the Chamber;

- (e) a register of the Members of the General Council inscribed in order of seniority.
75. Receipts for money payable to the Chamber, shall be signed by the Honorary Treasurer, or any other person appointed by the General Council, and such receipts shall be deemed to be valid.
76. All moneys received on account of the Chamber shall be forthwith paid to its credit at the Bankers for the time being authorised by the General Council to act as the Bankers of the Chamber, or to Giro accounts.
77. The Honorary Treasurer shall, unless the General Council otherwise direct, keep the accounts, collect the subscriptions of Members and all other dues and revenues of the Chamber and give receipts for all moneys received by him on account of the Chamber, if so requested.
78. The Accounting records shall be kept at the registered offices of the Chamber in the United Kingdom or subject to Section 222 of the Companies Act 1985, at such other place or places as the General Council shall think fit, and shall always be open to the inspection of the Members of the General Council.
79. The Chamber in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the Accounts and books of the Chamber, or any of them, and subject to such conditions and regulations the accounts and books of the Chamber shall be open to the inspection of Members at all reasonable times during business hours.
80. At the Annual General Meeting in every year the General Council shall lay before the Chamber a proper income and expenditure account for the accounting reference period since the last preceding accounting reference date made up to date not more than four months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the General Council and the Auditors, and copies
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of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's Report shall be open to inspection and be read before the meeting as required by Section 241 of the Companies Act 1985.

81. The Executive Committee shall prepare each year for the consideration and approval of the General Council a budget of the estimated income and expenditure of the Chamber for the ensuing year.

AUDIT

82. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the income and the expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
83. Auditors shall be appointed and their duties regulated in accordance with Sections 385 of the Companies Act 1985.

SETTLEMENT OF TRADE DISPUTES

84. The Chamber may undertake the settlement of disputes arising out of commercial transactions in such manner as the General Council shall direct.

NOTICES

85. A notice may be served by the Chamber upon any Member either personally or by posting it in a prepaid letter addressed to him at his registered address. Only Members having such addresses shall be entitled to receive notices from the Chamber otherwise than as provided in Article 77.
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86. Any notices if sent by post, shall be deemed to have been served at the expiration of seventy-two hours after the same are posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice required to be given by the Chamber to the Members or any of them and not expressly provided for by these presents, shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two daily newspapers in the United Kingdom and two daily newspapers published in The Netherlands.
87. Notice of any meeting convened for the purpose of altering or adding to these Articles shall be given to the Department of Trade and Industry in the same manner as to the Members who are entitled to notice thereof.

WINDING UP

88. Clauses 6 and 7 of the Memorandum of Association of the Chamber relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.
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THE NETHERLANDS BRITISH CHAMBER OF COMMERCE

MEETING, (DATE)

FORM OF PROXY

I, being a Member of The Netherlands British Chamber of Commerce and entitled to vote, hereby appoint The Honorary Secretary, (*title and name*), or the person indicated below, as my proxy to vote for me and on my behalf at the Meeting to be held on (*date*) at (*time*) hours at (*address of meeting*) and at any adjournment thereof.

Name of Proxy: (*leave line blank to appoint Hon. Secretary*):

Name company

Name representative

Address company

.....

Town Postcode

Tel Fax

AS WITNESS my hand

this day of 19 ...

This instrument appointing a proxy shall be in writing under hand of the appointor, or, if such appointor be a corporation, under Common Seal or otherwise in accordance with its Constitution and shall be deposited at the Registered office of The Netherlands British Chamber of Commerce, 'The Dutch House', 307 High Holborn, London WC1V 7LS not less than **forty-eight hours** before the time appointed for the Meeting or adjourned Meeting at which it is proposed to be used.



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