



Council of British Chambers
of Commerce in Europe

**THE
COUNCIL
OF
BRITISH CHAMBERS OF COMMERCE
IN EUROPE**

ARTICLES OF ASSOCIATION

Adopted 20th October 1999
updated to 24th March 2009



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OF THE
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Association not for Profit

1. Name

The name of the Association will be the Council of British Chambers of Commerce in Europe¹ (“COBCOE”).

2. Domicile

The head office of COBCOE will be established at the location of the Secretary-General, as appointed, or at an address in the United Kingdom as decided by the Council.

3. Objects

3.1. The objects for which COBCOE is established are:-

¹ Amended 30th October 2008

- (a) To represent protect and promote the collective interests of Members² of COBCOE and their members vis-à-vis all authorities in the United Kingdom and the European Union and other multilateral or international organisations whether they be official, semi-official or private bodies who concern themselves with the furtherance of trade and business with countries situated in Europe³ and, whenever possible and appropriate, through its own elected representatives, to sit as members or ex-officio members of the executive organs of such bodies.
- (b) To make known to such bodies the views of Members⁴ on all subjects of common interest and, when so required by a majority of such Members⁵, to make such representations to such bodies as shall be required to further their own interests and those of their members located in Europe⁶.
- (c) To act as a focus for meetings of COBCOE Members⁷ officers and chief executives on a regular basis
- (d) Generally, to increase the awareness of such bodies in the United Kingdom and the European Union of the existence of British Chambers of Commerce in Continental Europe and their potential for furtherance of trade and business between the United Kingdom and countries situated in Continental Europe.
- (e) To promote, study, advance and protect trading, commercial, financial and manufacturing interests and relations between the United Kingdom and Continental Europe.

To help in the attainment of these objects, but not in limitation of them, COBCOE may inter alia:

- Collect and disseminate statistical and other information relating to the aforesaid interests;
- Maintain the necessary contacts relating to the aforesaid interests with appropriate government or trade authorities and bodies;
- Promote, support or oppose legislative or other measures affecting the aforesaid interests;

² Amended 4th March 2008

³ Amended 30th October 2008

⁴ Amended 4th March 2008

⁵ Amended 4th March 2008

⁶ Amended 30th October 2008

⁷ Amended 4th March 2008

- Undertake by arbitration the settlement of disputes arising out of trading, commercial, financial or manufacturing questions submitted to its decision;
- Institute through appropriate channels legal or other proceedings for the protection of British commercial interests in Continental Europe and vice versa;
- Supply, without guarantee, information respecting the standing of companies, firms and persons in the reciprocal countries of COBCOE Members and in the United Kingdom;
- Give advice and assistance to its Members and others in establishing commercial connections, finding agents and evaluating trade conditions in Continental Europe and in the United Kingdom;
- Sell, lease, mortgage or dispose of or otherwise deal with all or any part of the property of COBCOE;
- Do any other lawful things as may be conducive to the extension of British-Continental European trade, commerce, finance, manufacturing or economic interests or incidental to the attainment of any or all of the above objects.

4. Membership

- 4.01 COBCOE shall consist of Members⁸ which are British Chambers of Commerce, or like representative business organisations, operating in Europe (outside of the UK). British Chambers of Commerce operating exclusively within the United Kingdom or outside of Europe and other representative business organisations which are not eligible for full membership of COBCOE may in each case be admitted as Associate Members of COBCOE.⁹ Whether a Member is eligible to be considered as an Associate Member shall be determined by the President (or in his absence or incapacity a Vice President) whose decision shall be final. Associate Members shall not have a vote at Council meetings.
- 4.02 Annual subscription shall be such an amount as shall be determined by the Council from time to time or the Executive Committee where authorised pursuant to a decision of the Council. The Council hereby authorises the Executive, commencing in 2010, to

⁸ Amended 4th March 2008

⁹ Amended 25th April 2006

re-set the threshold and rates for membership subscriptions provided that any subscription increase above 10% per annum shall require the authorisation of the Council.¹⁰ In each case decisions of the Council shall be valid only if passed by two thirds of all present or represented at such meeting and entitled to vote.¹¹ Subscriptions for the current year are payable no later than January in each year but the first subscription of a Member admitted during the year shall be limited to a proportion of the full year calculated as from commencement of the quarter immediately preceding his election. The liability of each Member to COBCOE and to third parties is limited to its subscriptions due hereunder.

- 4.03 A candidate for election shall sign a written application for election and an agreement to be bound, if elected, by the Articles of Association. The application shall be brought before the Executive Committee at their next or subsequent meeting, when a majority of the officers¹² then present or represented may admit the candidate as a Member. Such admission, together with submission of an application for membership and payment of the subscription, shall constitute membership and an agreement to be bound by these Articles of Association. The Secretary-General shall keep a list of all Members¹³ at COBCOE's head office.
- 4.04 A Member must give written notice to COBCOE at its head office care of its Secretary-General before the end of June in any year of its wish to retire, or it will be liable for his subscription for the ensuing year. A Member whose subscription is in arrears, shall not be entitled to vote on any questions, and if its subscription remains unpaid on the 30th June, all privileges of membership for the Member and its members will be forfeited until payment is made, and the defaulting Member's name may be posted in an arrears list in the offices of COBCOE; but the arrears will still be a debt due to and recoverable by COBCOE.
- 4.05 A majority of Members present and voting at an Annual or Special General Meeting of the Council may by resolution expel any Member whose conduct in their opinion renders it¹⁴ unfit to be a Member of COBCOE. Any such person shall from the passing of such resolution cease to be a Member of COBCOE, provided that seven days' notice at least shall be given to such Member of the intention to propose such a resolution and it¹⁵ shall be given an opportunity of being present at the Meeting at which such resolution is proposed, and being heard in its¹⁶ defence.

¹⁰ Amended 24th March 2009

¹¹ Amended 4th March 2008

¹² Amended 4th March 2008

¹³ Amended 4th March 2008

¹⁴ Amended 4th March 2008

¹⁵ Amended 4th March 2008

¹⁶ Amended 4th March 2008

- 4.06 A duly appointed officer of Her Majesty's Government in the United Kingdom or his/her nominated representative, shall be an ex-officio member of the Council but shall not have the right to vote.
- 4.07 Any two Members may nominate an individual to be a Fellow of the Council in recognition of his or her outstanding contribution to COBCOE. Such nomination shall be addressed to the Executive Committee, which shall determine whether to accept or reject such nomination. A Fellow appointed by the Executive Committee shall be entitled to attend meetings of the Council (but shall not be entitled to vote) and to receive information circulated to COBCOE members.

5. Status and Application of resources

- 5.01 COBCOE shall be a non-profit-making association. It shall however be entitled to make surpluses and incur temporary deficits.¹⁷
- 5.02 (a) The income and property of COBCOE, whensoever derived, shall be applied solely towards the promotion of the objects of COBCOE as set forth herein; and except where income is received by COBCOE on behalf of some or all of its Members¹⁸ no portion hereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, to the members of COBCOE, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of COBCOE, or to any Member of COBCOE in return for any services actually rendered to COBCOE, nor prevent the payment of interest at a reasonable commercial rate or reasonable and proper rent for premises demised or let by any Member to COBCOE; and provided that an officer¹⁹ of COBCOE may be appointed to any salaried office of COBCOE or any office of COBCOE paid by fees, and that in such event remuneration or other benefit in money or money's worth may be given by COBCOE to any officer²⁰, and Members shall be entitled to 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 COBCOE.
- (b) If upon the winding up or dissolution of COBCOE, 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 COBCOE, but shall be given or transferred to some other British Institutions having objects similar to the objects of COBCOE, and which shall prohibit the distribution of its or their income and property amongst its or their members, to an extent at least as

¹⁷ Amended 24th March 2009

¹⁸ Amended 4th March 2008

¹⁹ Amended 4th March 2008

²⁰ Amended 4th March 2008

great as is imposed on COBCOE under and by virtue of Clause 5 hereof, such Institution or Institutions to be determined by the Members of COBCOE at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some British charitable object.

6. Accounts and Audit

- 6.01 Accounts shall be kept in accordance with the guidelines approved by the Executive Committee as appropriate for a non-profit organisation. The financial year of COBCOE shall be the calendar year and the Treasurer shall be responsible for ensuring that COBCOE's accounts are appropriately made up to the 31st December of each year, for submission (after audit) to the Annual General Meeting.
- 6.02 At least once every year the accounts of COBCOE shall be examined by a firm of Auditors who will give their opinion on the financial statements on the compliance of the accounts with English law. The Auditors' report shall be open to inspection at COBCOE's head office during the three week period prior to the Annual General Meeting of COBCOE.

7. Officers and Executive Committee

- 7.01 The Annual General Meeting of the Council shall elect by ballot or otherwise as they may determine, a President, Vice-Presidents as required and an Honorary Treasurer and such other persons as they consider appropriate who together shall act as the Executive Committee of COBCOE and²¹ who are herein called "the officers" of COBCOE. Each candidate must be a member of a Member Chamber or a principal, partner, employee or director of such member.²² Each officer shall have a term of office of three years or such other term as the Annual General Meeting of the Council shall, from time to time, decide. Each officer shall be eligible for re-election. The President shall also be entitled to appoint an officer, after consultation with the Executive Committee, provided that such appointee shall be submitted to the Council for election at its next meeting. A Member may nominate its representative for election as an officer subject to the nomination being endorsed by two other parties being either officers or Members and such nomination must be received by the President not less than 30 days prior to the next Annual General Meeting of the Council.²³
- 7.02 The Executive Committee shall meet at least twice a year but subject thereto the Executive Committee shall act and meet as the President shall consider appropriate and otherwise in accordance with regulations adopted from time to time by the Executive Committee. They shall also be called by the President upon the requisition

²¹ Amended 25th April 2006

²² Amended 4th March 2008

²³ Amended 4th March 2008

in writing of at least three officers.²⁴ In all cases not less than seven days' notice of the proposed meeting shall be given to all officers²⁵ (unless all waive such requirement in writing).

7.03 Officers²⁶ shall use their best efforts to attend meetings of the Executive Committee. The Executive Committee shall have the right to co-opt (non voting) additional officers²⁷ as it considers appropriate.

7.04 Meetings of the Executive Committee shall be presided over by the President or by a Vice-President, or, in their absence, by one of the Executive Committee, who shall be elected Chairman for the day. The President only shall have a casting vote as well as an original vote. Three officers²⁸ (taking into account proxies and alternates) shall form a quorum. At meetings of the Executive Committee voting by proxy (as provided below) or letter shall be permitted and it shall be valid for a majority of the officers²⁹ to authorise in writing either the Secretary-General or the President to follow a certain course of action and such authority shall be ratified at the next meeting of the Executive Committee. An officer³⁰ not able to attend an Executive Committee Meeting shall be entitled, to appoint (by notice to the President in writing) an alternate to attend meetings of the Executive Committee in his or her place or to give such person a written proxy to vote on his or her behalf. Such appointee may exercise all rights of the officer³¹ but a proxy holder shall only be entitled to vote in accordance with the terms of the proxy. The Executive Committee may act notwithstanding any vacancy in their body. Notwithstanding the above, resolutions of the Executive Committee may also be adopted in writing by telex, cable, facsimile or electronic mail by not less than three officers³² provided that seven days' notice shall have been given to all officers³³ of the intention to adopt a resolution in this manner and no two officers³⁴ have requested oral deliberation. Any resolution so adopted shall be binding as if a physical meeting of the Executive Committee had taken place.

7.05 At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account for the period since the last preceding account made up to a date not more than 6 months before such meeting, together with a balance sheet made up as the same date. Every such balance sheet shall be accompanied by reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance

²⁴ Amended 4th March 2008

²⁵ Amended 4th March 2008

²⁶ Amended 4th March 2008

²⁷ Amended 4th March 2008

²⁸ Amended 4th March 2008

²⁹ Amended 4th March 2008

³⁰ Amended 4th March 2008

³¹ Amended 4th March 2008

³² Amended 4th March 2008

³³ Amended 4th March 2008

³⁴ Amended 4th March 2008

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.

7.06 The Executive Committee will be responsible for the ongoing management of COBCOE, and the co-ordination of COBCOE projects, and shall propose the initiation of such activities as it may consider expedient in the pursuance of COBCOE objectives. In addition, the Executive Committee shall have power:

- (a) to take offices or acquire premises for the use of COBCOE;
- (b) to determine the duties of a Secretary-General and appoint and determine the duties of such other officials as may be necessary for the due conduct of the business of COBCOE, with annual salaries or otherwise;
- (c) to engage professional assistance and to remunerate all persons employed by them provided that no officer³⁵ shall vote on any Executive Committee decision relating to his employment by COBCOE or where he or the Member he represents would benefit by such decision;
- (d) to act in the name of COBCOE and to determine the officials or officers³⁶ authorised to represent COBCOE;
- (e) to arrange events and other activities on behalf of COBCOE; and
- (f) generally to exercise all powers and functions of COBCOE not hereby conferred upon the Council or the officers.

The President (or in his incapacity the senior Vice President) will manage day-to-day matters on behalf of the Executive Committee following guidelines established by the Executive Committee as appropriate. Notwithstanding the foregoing the Council shall have sole jurisdiction in relation to substantive policy issues affecting COBCOE.

7.07 Copies or extracts from minutes or other documents shall be certified by the signature of the President, or failing him, of an officer.

7.08 The Executive Committee may appoint Chapters, task forces, working groups or committees for any special object. Such committees shall work under the control of the Executive Committee and report to the Executive Committee (where appropriate) and the Executive Committee as often as circumstances shall require.

³⁵ Amended 4th March 2008

³⁶ Amended 4th March 2008

7.09 The funds of COBCOE shall be under the control of the Executive Committee for the time being. The operation of this control may, however, be delegated by the Executive Committee to and exercised by any two officers from among the President, the Vice-Presidents, and the Honorary Treasurer, or by any one of these officers jointly with the Secretary-General, and they may be empowered to operate the bank and post-office accounts of COBCOE and to withdraw and deal with on behalf of the Executive Committee, any of its assets or property.

8. Council Meetings of COBCOE

8.01 Each COBCOE Member³⁷ shall appoint a representative to the Council. An Annual General Meeting of the Council shall be held in each year not more than fifteen months after the holding of the last preceding Annual General Meeting to:

- (a) receive the report of the Executive Committee;
- (b) receive the statement of accounts;
- (c) elect officers of COBCOE in accordance with article 7.01 and, if appropriate, to remove existing officers;³⁸
- (d) consider, and if necessary take action with reference to any business or motion of which due notice has been given;
- (e) receive communications from Members on any subject connected with the work, progress, or welfare of COBCOE;
- (f) elect the Auditors;
- (g) determine any change to Membership subscriptions;
- (h) discharge the Executive Committee and the Auditors from liability for their actions;
- (i) review the annual business plan and budget to be presented to the Council by the Executive Committee
- (j) determine substantive policy affecting COBCOE;
- (k) adopt rules in connection with COBCOE acting as an arbitral tribunal or otherwise in relation to arbitration

³⁷ Amended 4th March 2008

³⁸ Amended 4th March 2008

- (l) where appropriate expel Members³⁹ of COBCOE or revise these Articles of Association; and
 - (m) if appropriate consider liquidation of COBCOE.
- 8.02 Special General Meetings may be called by the President or, in his incapacity, by a Vice-President. They shall also be called by the Secretary-General upon the requisition in writing of at least three officers.⁴⁰
- 8.03 Twenty-one days' notice in writing at least of every General Meeting of the Council (including the Annual General Meeting), exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given, shall be given in COBCOE's Newsletter or on its website or other official publication or in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents entitled to receive such notices from COBCOE; but with the consent of twenty five percent of all⁴¹ having the right to attend and vote thereat, in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members⁴² may think fit. Any notice for a General Meeting shall specify the place, the day and the hour of meeting, and in the case of special business (but not general business as set out in Article 8.01 above) the general nature of that business. The quorum for all General Meetings will be the presence either in person or by proxy of the representatives of 8 parties entitled to vote thereat.⁴³
- 8.04 (a) Each Member shall be entitled to one vote at all General Meetings of the Council, which will be exercised by its accredited representative. Any Member shall be allowed to vote by a written proxy or may nominate in writing a third party to act as its proxy. Decisions of the General Meeting shall be by simple majority of those present or represented at such meeting unless otherwise stated herein. The Chairman of the General Meeting shall have a casting vote in the event of any tie.⁴⁴

³⁹ Amended 4th March 2008

⁴⁰ Amended 4th March 2008

⁴¹ Amended 4th March 2008

⁴² Amended 4th March 2008

⁴³ Amended 4th March 2008

⁴⁴ Amended 4th March 2008

- (b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members, or by a Member or Members representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
 - (c) If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - (d) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 8.05 Elections to the Executive Committee shall be by simple majority in open meeting. The names of the candidates shall be sent to Members prior to the Annual General Meeting at which the election is to take place. In the election of officers⁴⁵, proxies shall be allowed.
- 8.06 The President or in his absence or incapacity the most senior Vice-President present shall act as Chairman of a General Meeting of the Council.⁴⁶ The President, the Vice-President or other officer⁴⁷ acting as chairman shall have an original and also a casting vote.
- 8.07 Correct minutes of the proceedings of General Meetings of the Council shall be open to the inspection of Members at COBCOE's head office at all convenient times.

9. Publications of COBCOE

The Executive Committee shall determine what information shall be published and circulated to Members of COBCOE (whether as a written or electronic publication).

10. Notices

⁴⁵ Amended 4th March 2008

⁴⁶ Amended 4th March 2008

⁴⁷ Amended 4th March 2008

- 10.01 A notice may be served by COBCOE upon any Member, either personally, by facsimile transmission, or by sending it through first class post in a prepaid letter, addressed to such Member at its⁴⁸ registered place of abode or registered office (as appropriate).
- 10.02 A notice may be served by a Member on COBCOE either personally, by facsimile transmission or electronic mail or by sending⁴⁹ it through first class post in a prepaid letter addressed to the Secretary-General at COBCOE's head office.
- 10.03 Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. Any notice, if served by facsimile, transmission or electronic mail shall be deemed to have been served on the date of transmission.⁵⁰

11. Interpretation or Construction of the Articles of Association

If any question shall arise upon the interpretation or construction of these Articles of Association, the Executive Committee shall decide the point and their decision shall be final. These Articles are subject to English Law.

12. Amendment of Articles of Association

These Articles of Association shall come into effect on 1st January 2000 and may be added to or varied or any one or more of these Articles of Association may be rescinded at any General Meeting of COBCOE provided that not less than twenty one days' notice of any proposed amendments is given to the President, who shall inform Members⁵¹ of such proposed amendments at the same time as he gives notice of the meeting at which the amendments are to be discussed. Any amendment shall be adopted only if passed by three quarters of all Members⁵² present or represented at such meeting.

⁴⁸ Amended 4th March 2008

⁴⁹ Amended 4th March 2008

⁵⁰ Amended 4th March 2008

⁵¹ Amended 4th March 2008

⁵² Amended 4th March 2008