

1<sup>st</sup> September 2023

Dear Member

### **Proposed new articles for West and North Yorkshire Chamber of Commerce & Industry**

The Board of the West and North Yorkshire Chamber of Commerce & Industry (company registration number: 00054940) (the **Company**) have recently decided to adopt new articles of association for the Company (the **New Articles**).

The New Articles require the approval of the Company's members at a general meeting to be held on 21<sup>st</sup> September **2023 at 11.30 am at Great Victoria Hotel, Bradford BD1 1JX.**

For the purpose of the general meeting and voting at the general meeting, we have enclosed the following documents with this letter:

1. the general meeting notice setting out the resolution to be considered at the general meeting;
2. the proxy/voting form, to be used for voting purposes; and
3. explanatory notes to the general meeting notice and proxy form.

The New Articles are not enclosed with this letter but are available for download from the website at [www.wnychamber.co.uk/new-articles](http://www.wnychamber.co.uk/new-articles) at any point from the date of this letter up to the time of the general meeting. Copies will also be available for inspection at the general meeting.

### **Make your vote count**

Your vote really does matter. In order for the New Articles to be adopted, a resolution must be passed by members who have fully paid subscriptions and are otherwise eligible to vote. The resolution is set out in the enclosed notice of the general meeting. You can vote in one of three ways:

1. by attending the general meeting and casting your vote at the general meeting;
2. by not attending the general meeting and completing the enclosed proxy/voting form by placing an "X" in the relevant boxes to nominate the Chair to vote as you have directed at the general meeting;
3. by not attending the general meeting and completing the enclosed proxy/voting form by placing an "X" in the relevant boxes to nominate a different individual (who will attend the general meeting on your behalf) to vote as you have directed at the general meeting.

**Each registered member of the Company has one vote. To exercise your vote, voting forms must quote your membership number and be returned either (a) in the post or (b) scanned and sent from the email address you have registered with the Chamber using the enclosed proxy form to Debra Patchett [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk) in each case to be received no later than 48 hours before the general meeting.**

**Your Board is unanimous in recommending the adoption of the New Articles and we urge you to vote in favour.**

If you have any queries generally about the general meeting, or voting, please call **Debra Patchett** [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk)

Yours sincerely



**James Mason – Chief Executive Officer**

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**WEST AND NORTH YORKSHIRE CHAMBER OF COMMERCE & INDUSTRY**

**(COMPANY REGISTRATION NUMBER: 00054940)**

**(THE COMPANY)**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the Company will be held on 21 September 2023 at 11.30 am at Great Victoria Hotel, Bradford BD1 1JX to transact the following business:

**SPECIAL BUSINESS**

1. THAT, the draft articles of association made available to members for download at [www.wnychamber.co.uk](http://www.wnychamber.co.uk) and be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the board of directors of the Company

1<sup>st</sup> September 2023

**WEST AND NORTH YORKSHIRE CHAMBER OF COMMERCE & INDUSTRY**

**(COMPANY REGISTRATION NUMBER: 00054940)**

**(THE COMPANY)**

**PROXY/VOTING FORM**

Name, address and membership number of member. Please insert details below:

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**Before completing this form, please read the explanatory notes**

I /We being a member of the Company appoint the Chair of the general meeting or (insert name below):

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as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of the Company to be held on 21<sup>st</sup> September 2023 and at any adjournment of the general meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the general meeting.

		<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
1.	THAT, the draft articles of association made available to members for download at <a href="http://www.wnychamber.co.uk">www.wnychamber.co.uk</a> and be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.			

<b>Signature</b>	<b>Date</b>
For and on behalf of (print name of member) .....	

## NOTES TO THE NOTICE OF GENERAL MEETING AND PROXY FORM

### 1. HOW TO VOTE

If you are able to attend the general meeting on 21<sup>st</sup> September 2023 you can vote in person at the general meeting on the members' resolution to adopt new articles of association for West and North Yorkshire Chamber of Commerce & Industry (the **Company**). Please note you must be up to date with payment of subscriptions to be entitled to vote.

If you are unable to attend the general meeting, you can still vote by appointing a proxy who will vote at the general meeting on your behalf, details of which are noted below.

### 2. APPOINTMENT OF PROXIES

2.1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the general meeting. You can only appoint a proxy using the procedures set out in these notes.

2.2 A proxy does not need to be a member of the Company but must attend the general meeting to represent you. Details of how to appoint the Chair of the general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

2.3 If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the general meeting.

### 3. APPOINTMENT OF PROXY

3.1 To appoint a proxy using the proxy form, the form must be:

3.1.1 completed and signed;

3.1.2 either:

3.1.2.1 sent or delivered to **Debra Patchett, West and North Yorkshire Chamber of Commerce, Devere House, Vicar Lane, Little Germany, Bradford, BD1 5AH**

3.1.2.2 sent from the e-mail address you have registered with the Chamber and quoting your membership number to [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk)

3.1.3 received by the Company no later than 48 hours before the general meeting.

3.2 In the case of a member which is a company, the proxy form must be executed or signed on its behalf by the director or secretary of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### 4. CHANGING PROXY INSTRUCTIONS

4.1 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

4.2 Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk)

4.3 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### 5. TERMINATION OF PROXY APPOINTMENTS

5.1 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- 5.1.1 by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk) a member is a company, the revocation notice must be executed as noted at 3.2 above. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 5.1.2 by sending an e-mail to [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk) the same manner and providing the same details as set out in 3.1.2.3 above.

In either case, the revocation notice must be received by the Company no later than 48 hours before the general meeting, if received later then your proxy appointment will remain valid, unless you attend the general meeting and vote in person. If you attend the general meeting in person your proxy appointment will be automatically terminated.

6. **COMMUNICATION**

Except as provided above, members who have general queries about the merger, the general meeting, or voting please call [Debra.Patchett@wnychamber.co.uk](mailto:Debra.Patchett@wnychamber.co.uk)