

# **Downend Business Community (Chamber of Commerce) Constitution**

## **1. NAME**

The name of the association shall be **"DOWNEND BUSINESS COMMUNITY"**, hereinafter referred to as the "Chamber".

## **2. OBJECTS / Aims**

Represent the business and professional community of Downend & Bromley Heath to promote the economic, retail, cultural and environmental development of the area. Aid the community in the development of a business environment in which entrepreneurship can flourish. Create and foster a spirit of goodwill, friendship and unity amongst the members of the Chamber and by meetings, discussions and other functions, to provide facilities for the exchange of views and interaction between members and to promote Downend & Bromley Heath businesses. Establish a rapport with civic, business, ethnic and other sectors of the community and be recognised as representing and presenting the view of businesses to the community. Establish and maintain relations with bodies having similar objects locally, nationally and internationally. Assist in the promotion of business including imports or exports and to keep members informed of trade opportunities. Keep members informed on important matters affecting trade and to give support to its members according to their requirements from time to time. Improve communications between members of the Chamber and the Parish and District Councils through meetings with Councillors and Officers and through circulation of newsletters. Communicate relevant changes in legislation affecting Chamber members. Promote the vibrancy of the local town centre.

## **3. AFFILIATION**

The "Chamber" may affiliate to any appropriate regional or national organisation of Trade, Business and/or Commerce and may become a component of any appropriate Area Council of that organisation; **Provided that** a resolution is carried at an Annual General Meeting (AGM) or General Meeting of the "Chamber" by two-thirds majority of those present and voting.

## **4. MEMBERSHIP**

Membership of the "Chamber" shall be open to individual proprietors, partnerships, limited partnerships, limited companies, plcs and unincorporated bodies engaged or interested in any business or related activities in the area of benefit, subject to the approval of the "Chamber" Executive.

Membership of the "Chamber" is not transferable. Membership shall belong to the business and not to the individual owner, partner, director or manager who currently represents that business in its relationship with the "Chamber".

Applications for Membership shall be considered by the "Chamber" Executive without reference to the existing membership. Any existing member who then wishes to challenge the suitability of the applicant may do so before a meeting of the Exec Committee with both parties present.

The "Chamber" Executive Officers shall have power to refuse an application for membership without assigning a reason, but the applicant shall have a right of appeal against their exclusion before a General Meeting of the Executive Committee.

Any member who shall do any act or conduct, calculated to injure or discredit the "Chamber" may be expelled from the "Chamber" by Resolution of the Executive Committee of the "Chamber", but shall have a right of appeal against his expulsion before a General Meeting of the "Chamber".

## **5. SUBSCRIPTIONS**

On joining the "Chamber" every member shall pay a joining fee, set by the Executive Committee, together with an annual subscription based on the specified numbers of its personnel within the area.

The term "personnel" in this context includes Proprietors, Directors, Partners, Associates and full-time equivalent employees.

New members joining part way through a year shall pay a pro-rata subscription based on the number of full calendar months remaining until The Chambers **nominated** year end.

The annual subscription is to be set at a general meeting one month prior to the "Chambers" fiscal year end. All members are to be informed of any change in subscription, prior to the start of the financial year.

Subscriptions shall be due annually on the first day of the first month following the end of the "Chambers" fiscal year. The Executive Committee of the "Chamber" may in its absolute discretion make such reduction to the annual subscription as it may think fit.

No member shall be entitled to vote at a meeting of the "Chamber" if his subscription is one month in arrears.

There will be three categories of membership, all at the invitation of the Committee:

Ordinary membership

Honorary membership

Retired membership for persons retiring from a business that is a member of the "Chamber".

## **6. EXECUTIVE OFFICERS**

The Executive Officers of the "Chamber" and their terms of office shall be as follows:-

Chair - 1 year

Vice/Immediate Past Chair -1 year

Secretary - 2 years (normally alternate years with the Treasurer)

Vice Secretary - 2 years

Treasurer - 2 years (normally alternate years with the Secretary)

Vice Treasurer - 2 years

This Group shall be called the "Chamber" Executive Officers, with authority to act when necessary on behalf of the Executive Committee in between meetings.

The Chair shall be appointed by the Exec Committee upon such terms and conditions as shall be agreed by the Committee. The Chair may also act as the Secretary.

In the event of a vacancy occurring within the Executive Officers during any year it may be filled by appointment of an Executive Committee Member in the immediate term and to be confirmed or otherwise at the next AGM.

## **7. EXECUTIVE COMMITTEE**

There shall be an Executive Committee with full power to act on behalf of the "Chamber" - hereinafter called "the Exe Committee". The Exec Committee shall be elected annually at the AGM and shall consist of the above Executive Officers together with a maximum of six Exec Committee Members who shall serve for three years and retire by rotation but be eligible for re-election.

The Exec Committee shall have authority to appoint such sub-Committees or Groups as it may require, but no one business may have more than one representative on any Committee.

Decisions in Exec Committee taken by vote shall be determined by a simple majority. In the event of equality of voting, the Chair shall have a casting vote.

Any member of the Exec Committee who fails to attend three consecutive Exec Committee Meetings without tendering a prior apology shall be deemed to have resigned from the Exec Committee. Their seat on the Exec Committee shall be filled at the AGM.

In the event of a vacancy occurring, the Exec Committee may co-opt a member onto the Exec Committee until the next AGM takes place. Such a co-opted member shall be entitled to vote until the next AGM as if they were a duly elected member.

No one may be co-opted to the Exec Committee if their membership would raise the percentage of co-opted members beyond one third of the total membership of The Exec Committee.

The Exec Committee shall have the authority to appoint a Chairperson, Honorary Legal Adviser, Honorary Auditor and "Chamber" Administrator. The Exec Committee may commission such research, surveys or other work they deem necessary for the adequate representation of members' interests and to pay all honoraria and/or fees and expenses in connection with such work.

Where the member of the "Chamber" is a Partnership, Limited Partnership, Limited Company or plc, it may propose a representative for membership of the Exec Committee. That representative shall exercise the vote of the organisation that they represent. For the avoidance of doubt, the elected representative is the member of the Exec Committee for voting purposes, and while they are such, no other representative of the organisation may exercise the vote of the organisation in Exec Committee.

The Secretary shall keep an up to date record of the members of the "Chamber", together with a record of the meetings of the "Chamber" and the Exec Committee and shall carry out such other business as may reasonably be assigned to them.

The Treasurer shall keep an account of all monies received or disbursed on behalf of the "Chamber" and shall check that all invoices for payment are approved by the Chair/Secretary on behalf of the Exec Committee. Cheques shall be signed by the Treasurer or Secretary or such other arrangements as the Exec Committee shall from time to time approve.

The Treasurer shall render a quarterly report to the Exec Committee and also see that annual accounts are prepared, independently checked and submitted to the AGM of the "Chamber".

## **8. MEETINGS OF THE "CHAMBER"**

**Ordinary Members Meetings** of the "Chamber" shall normally be held each month, as may be determined by the Exec Committee and the membership. All members shall receive notice at least seven days prior to the day of the Meetings. These meetings are designed for all members or their representatives to attend and air their views on matters of general interest and, from time to time, to hear presentations from guest speakers. Every paid-up member of the "Chamber" shall have a right to send any number of representatives to ordinary meetings of the "Chamber" and to submit matters for discussion. Each member Company shall have only one vote.

**Executive Committee Meetings** shall be held at least four times a year.

**Annual General Meetings** of the "Chamber" shall be held each year within two months of the end of the "Chamber's" financial year. At least 21 days notice of the meeting shall be given in writing to all members. The business of the Meeting shall include the election of Executive Officers and Executive Committee Members as appropriate, together with the reports from the Chair, Secretary, Treasurer and any other business relevant to the AGM. Notice of any proposed amendment to the Objects, Rules or Constitution of the "Chamber", or any special resolutions, duly proposed and seconded by members, must be submitted to the Secretary at least fourteen days prior to the date of the AGM.

**Extraordinary General Meetings** - At the written request of ten members of the "Chamber" whose subscription is paid to date, or at the request of the Exec Committee, the Secretary shall convene an Extraordinary General Meeting of the "Chamber" to discuss the special business that is the subject of the request, and NO OTHER business may be transacted thereat. All members of the "Chamber" shall be given 21 days notice of an Extraordinary General Meeting, together with details of the date, time and place and nature of the special business of the Meeting.

**Quorums** for meetings of the “Chamber” shall be as follows:-

- Annual General Meetings - 12 members.
- Extraordinary General Meetings - 10 members.
- Exec Committee Meetings - 4 elected members

**Meeting Chair** - At all meetings of the “Chamber”, or of its Exec Committee, this post shall be taken by the Chair of the “Chamber”, or in his/her absence by the vice/immediate past Chair, or in his/her absence by an Executive Officer, or in their absence by an Executive Committee Member, and thereafter by a person elected by the majority of the persons present and voting. In the event of equality of voting at any meeting of the “Chamber” the Chair of the meeting will have an additional casting vote. Any decisions made at an ordinary meeting without an Executive Officer or Executive Committee Member will need to be ratified at the next Executive Committee Meeting.

## **9. ELECTION PROCEDURE**

The Secretary shall notify all members of the timetable and procedure for the election at least 4 months in advance of the AGM.

Nominations shall be submitted to the Secretary by post or e-mail at least 3 months in advance of the AGM unless there are extenuating circumstances.

Candidates for nomination should have at least one full year's membership of the “Chamber” prior to the year of election. Self-nominations are acceptable.

The Executive Committee may review all valid nominations received and recommend to the AGM those that provide the broadest representation of the different types of business active in the “Chamber”.

The AGM shall vote to accept or reject each of the candidates proposed and seconded. A simple majority shall determine the election for each position.

## **10. COMMUNICATIONS TO MEMBERS**

The Secretary may use either postal or electronic means for sending any official communications to members required under this Constitution.

## **11. DISCLAIMER**

The “Chamber” accepts no liability in respect of any information provided in good faith to members or non-members of the “Chamber”, or in respect of any business arrangements entered into privately between members of the “Chamber” and other members or non-members.

## **12. CLOSURE OF THE “CHAMBER”**

No motion concerning the closure of the “Chamber” shall be discussed except at an Extraordinary General Meeting convened for that purpose by the Executive Officers of the “Chamber” and of which at least 21 days' notice has been given in writing to all members of the “Chamber”. In the event of a resolution being passed to close the “Chamber”, any funds being held by the “Chamber”, including the chain of office, shall be put in the hands of three trustees appointed at the Extraordinary Meeting for that purpose and the funds shall be lodged in the Trust Fund for the benefit of any future “Chamber” of Trade and Commerce which may be formed in the area of benefit.

**13. ALTERATION TO THE CONSTITUTION AND RULES**

No alteration shall be made to this Constitution and Rules except by a resolution at an AGM or Extraordinary General Meeting called specifically for that purpose, for which at least 21 days notice of the resolution shall have been given, proposed by the Exec Committee and carried by a two-thirds majority of those present and voting.

We the undersigned accept and adopt this Constitution of the Downend & Bromley Heath Chamber of Commerce.

**CHAIR**

Title .....  
First name(s) .....  
Family name .....  
Full private address .....  
.....  
Postcode .....  
Date of birth ..... Occupation.....

Other names – (please list all previous and other current names by which you are, or have been known (e.g. name before marriage)  
.....

**TREASURER**

Title .....  
First name(s) .....  
Family name .....  
Full private Address .....  
.....  
Postcode .....  
Date of birth ..... Occupation.....

Other names – (Please list all previous and other current names by which you are, or have been known (e.g. name before marriage)  
.....

**SECRETARY**

Title .....  
First name(s) .....  
Family name .....  
Full private Address .....  
.....  
Postcode .....  
Date of birth ..... Occupation.....  
Other names – (Please list all previous and other current names by which you are, or have been known (e.g. name before marriage)  
.....

**WITNESSED BY:**

Title .....  
First name(s) .....  
Family name .....  
Full private Address .....  
.....  
Postcode .....  
Date of birth ..... Occupation.....  
Other names – (Please list all previous and other current names by which you are, or have been known (e.g. name before marriage)  
.....