

# CONSTITUTION OF THE SOCIETY KNOWN AS BURNHAM-ON-CROUCH CHAMBER OF COMMERCE

## NAME

1. The name of the Society shall be BURNHAM-ON-CROUCH CHAMBER OF COMMERCE (hereinafter referred to as ("the Chamber"))

## OBJECTIVES

2. The promotion and maintenance of trade and commerce of all kinds by the membership in the area of Burnham-on-Crouch and the Dengie Hundred Peninsula:
- To create an association of professional and business people which will consider and promote the interests of the members in general and in the locality in which the Chamber functions.
  - Member companies are encouraged to trade with other members and local suppliers where practical.
  - The Chamber should endeavour to support local organisations, charities and other groups that encourage visitors and trade to the area. The Chamber should always favour locally based charities and organisations carrying out good works over those nationally based organisations or those outside the Chamber area.
  - To provide the business community of the locality with organised machinery for conducting a relationship with each level of local authority up to County Council and through relevant channels to the government.
  - To do all those things, which appear, to the Executive Officers established by Rule 10 to be in the best interest of the Chamber and the people of the district.
  - The promotion and support or opposition to legislative or other measures affecting the interest of members.
  - The publishing of any material relating to issues affecting members.
  - Fund raising and investment of monies for the benefit of the membership.
  - Liaising with local authorities and other interested bodies in relation to the improvement of amenities and prosperity of the District.

## MEMBERSHIP

3. The membership of the Chamber is unlimited in number and shall be open to sole traders, partnerships, companies or other organisations interested or actively engaged in business within the District. Membership is related to businesses and not individuals, and each should pay the appropriate subscription for their corporate membership.

The Executive Committee (EC) shall have power to refuse an application for membership without assigning a reason for such refusal. Any member who shall do any act or conduct calculated to injure or discredit the Chamber may be expelled from the Chamber by a resolution of a majority of the members. Such member shall be allowed to appeal against such expulsion to an Extraordinary General Meeting (EGM) of the Chamber.

The continuance of membership is subject to compliance with the current rules regulating the conduct and payment of the annual subscription as detailed below.

- Payment of a membership subscription entitles a member to vote at an Annual General Meeting (AGM).
- Lapsed members (who have not paid a subscription) may, at the discretion of the Executive Committee, become members of the Chamber upon payment of the current subscription set at or before the date of the AGM, or at a future date set by the Executive Committee.

## BENEFITS

4. Each member whether an individual, firm, company or other organisation) shall be entitled to a single vote in respect of any issues raised at a General Meeting and shall be entitled to advice or the assistance of the Chamber (within reasonable limits having regard to its resources) in the promotion of the member's trade or business within this country or abroad. If a member is unable to attend a meeting, they are entitled to send a representative from their business on their behalf.

## WITHDRAWAL

5. Any member may withdraw from the Chamber by giving not less than one month's notice in writing to the Chairman of such intention.

## ADDRESS

6. The Chamber shall maintain a business address within the District. Contact addresses for Officers for certain prescribed functions will be made available to members, and other interested parties, where permission is granted by the Officer, and a majority of the Executive Committee.

## REGISTER OF MEMBERS

7. The Chamber shall keep a register of the membership detailing names, occupations, addresses, and where they are partners or directors of other companies, and shall record all future changes in the membership.

## DURATION

8. The affairs of the Chamber shall be conducted from year to year commencing with the Annual General Meeting.

## EXECUTIVE COMMITTEE

9. The affairs of the Chamber shall be managed by the Executive Committee all of whom shall be elected from the membership at the Annual General Meeting, and usually consisting of a Chairman, Vice Chairman, Treasurer, Secretary, and up to six ordinary members, all of whose services shall be honorary. The Committee shall have the power to co-opt four other members as it deems necessary.

## OFFICERS/TERMS

10. Executive Officers shall hold office for a period of one year, subject to re-election and will be subject to re-election at each AGM. Election shall be by ballot notified 14 days prior to the AGM (by post, or email,) or handed to the Secretary at the start of the AGM.

## OFFICES

11. President, Chairman, Vice-chairman, Secretary and Treasurer, or member of the committee shall automatically forfeit office if:

- He/she becomes bankrupt or of unsound mind;
- He/she ceases to become a member of the Chamber;
- He/she resigns office in writing to the Chamber;
- He/she conducts any act calculated to injure or discredit the Chamber;
- In the event of continued absence from Executive Meetings for a period of 6 months.

## DUTIES OF OFFICERS

12. The Chairman will preside at all meetings of the Chamber and Executive committee. The Chairman or other Officer will represent the Chamber as may be appropriate. Executive officers will convene meetings, conduct correspondence, maintain records of membership and carry out Executive Officer's decisions. The Secretary will take minutes of the meeting, unless this is delegated to another Executive Officer. Honorary Treasurer to receive all subscriptions and pay these into a bank account, maintain books of financial records, and draw up a financial report covering the financial year. Cheques for payment must be signed by two appointed signatories authorised by a majority of the Executive Committee. An independent review of accounts will be conducted by an external source.

Any vacancy occurring in the office of Chairman, Vice-chairman, Secretary, Treasurer, or ordinary member of the committee may be filled by a vote of the remaining committee members, such vote to be taken by a closed ballot if appropriate. In the event of the committee filling any such vacancy under the provisions of this rule, the appointment shall apply until the next Annual General Meeting.

## SALARIED OFFICERS

13. All positions of the Executive Committee shall be Honorary. The Executive Committee shall have sole management of the affairs of the Chamber and can at its discretion appoint persons (members or non-members) to carry out functions for the Chamber, as it considers appropriate. The EC shall also have discretion in fixing the remuneration or otherwise of such persons/members. In the event of the absence or illness of said persons/officers the EC may appoint a temporary substitute.

## BUSINESS MEETINGS

14. The Executive Committee shall hold not less than four Executive Committee meetings in each year and shall have the power to appoint sub-committees, and co-opted members, in order to promote the more efficient discharge of its functions. Executive Committee Meetings shall not be valid unless attended by at least 5 members of the executive committee. Business in the interim can be conducted via email, and must be voted on by all members of the Executive Committee, with the results made known by email in a timely manner to all members of the Executive Committee.

Members of the Chamber can attend and speak at Executive Committee meetings but are not entitled to vote at the meetings.

## MINUTES

15. All minutes of business meetings and the minutes of every Annual General Meeting and extraordinary Meeting of the Chamber, shall be taken and held by the Secretary/Minutes Secretary, and signed as a true record by the Chairman during the meeting at which the same are confirmed. Such signed minutes shall be binding upon the Chamber and upon every member and officer thereof.

## AGM

16. A General Meeting of the Chamber shall be held annually to receive from the committee a report on its proceedings for the year of office and the duly reviewed accounts, to elect the Chairman, Vice-Chairman, Treasurer, Secretary, members of the committee, and a person to conduct independent financial oversight for the ensuing year, and to transact such business as may be regularly brought before it. No AGM shall be valid unless attended by at least 8 ordinary members of the Chamber.

## AGENDA

17. No business shall be brought forward at any such meeting of the Chamber (routine business of the Chamber or such as may arise out of their proceedings excepted), unless notice of such business and a sufficient description of it shall have been forwarded to the secretary and introduced in the circular calling the meeting.

## NOTICES

18. All members shall notify the secretary of an address/email address within the United Kingdom to which all notices may be sent and any member failing to do so shall be assumed to have waived the right to receipt of notices from the Chamber. Any notice to be served by the Chamber upon a member shall be served by email, post or in person to the principal address appearing in the register of members.

- Notice of every meeting of the Chamber shall be given by the Secretary or other responsible person appointed by the committee or Chairman by means of an email/post circular sent to every member not less than seven days before the holding of the same and setting out the objectives of the meeting.
- Extraordinary General Meetings shall be called by the Chairman or members provided that the Secretary receives a notice in writing requiring him/her to do so supported by not less than 5 members of the Chamber.
- Notice of an AGM or EGM should be posted on the Chamber website and notified to members by post or email not less than 21 days prior to the date of the meeting. In the case of an AGM the annual accounts should also be made available to members within 14 days of the date of the meeting. Additional copies of the annual accounts will be made available for members at the AGM.

## PROCEDURE

19. The Chairman shall take the chair at all meetings, ex officio, or, in his absence, the Vice-chairman; in the absence of both, the members present shall appoint a Chairman. All motions submitted at the meeting of the Chamber shall be determined by a majority of those present who are duly qualified to vote and if necessary the Chairman of the meeting may exercise a casting vote.

## FINANCIAL

20. All books, data and documents of the Chamber used in connection with its work shall be the property of the Chamber and shall be available for inspection by any paid up member by supplying a written/email request to the Chairman.

The income of the Chamber shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise or howsoever by way of profit to members of the Chamber, providing that nothing herein shall prevent the payment in good faith of any salary, remuneration, or pension to any officer or ordinary member not a member of the E.C., in return for services rendered, or for legitimate expenses approved by the E.C. of the Chamber.

The committee may, at its discretion, out of the funds of the Chamber, subscribe or guarantee money for charitable or benevolent purposes or for promotional, public, general or useful objectives and may employ funds approved by the committee in such a way as the committee may think appropriate to the objectives of the Chamber. Minor expenditure under the value of £50 can be authorised by the Chairman, Treasurer, and one other member of the committee. Expenditure over this amount can only be authorized by a majority of the E.C.

The appointment of bankers to hold the whole or part of the funds belonging to the Chamber shall be at the discretion of the committee who shall after each Annual General Meeting advise the bankers by mandate of the signatories for signing cheques, these being the Chairman, Vice-Chairman, Treasurer, and Secretary. All cheques must be signed by two of the signatories providing that any signatory who has submitted to the Chamber an invoice or claim for payment may not sign the cheques made payable to him/her or any company in which he/she has an interest. The Treasurer will present invoices for payment at each meeting for agreement by members, or where necessary by a majority vote of the E.C. via email.

21. The Annual Subscription shall be such sum as is fixed at any Executive Committee Meeting, and shall be payable on the 31st January. The Executive Committee shall have discretion to prescribe differential subscription rates for (i) sole traders, (ii) corporate bodies such as partnerships and companies, and (iii) charitable/not-for-profit organisations. No member shall be entitled to vote or be assisted by the Chamber unless his/her subscription has been previously paid. The E.C. shall also have the right to set membership rates for retired business, or professional persons.

If a member fails to pay the annual subscription within three months of the renewal date, the member shall be suspended from the privileges of membership until payment is made. If such subscription remains unpaid after 6 months the member will be deemed to have withdrawn from the Chamber.

There will be no refund for members leaving the Chamber. If members are disqualified for misconduct there will be no refund given for their subscription. There will be no pro-rata rates.

## AMENDMENTS AND INCORPORATION

22. This Constitution may be amended or the Society incorporated by a two-thirds majority of members present at an Annual General Meeting or Extraordinary General Meeting of the Chamber provided that 14 days notice of the proposed amendment of this Constitution, or Memorandum and Articles of Association, proposed for the Chamber have been given to all members, or posted to the Chamber website with notification to members referring to such changes to the constitution within 21 days of the AGM/EGM.

## AMALGAMATIONS AND DISSOLUTION

23. Provision is hereby made to amalgamate with any other Chamber of Commerce or similar body or dissolve Burnham-on-Crouch Chamber of Commerce:

- If, following a recommendation to that effect from the committee, there is a majority in support of members voting at an Annual General Meeting or Extraordinary General Meeting of the Chamber confirmed by an email/postal ballot of all members;
- If a motion for the amalgamation or the dissolution of the Chamber is to be proposed at an Annual General Meeting or Extraordinary General Meeting this motion shall be referred to specifically when notice is given.

In the event of an amalgamation any assets of the Chamber remaining after satisfaction of its debts and liabilities may be transferred to the amalgamated body if recommended by the committee and approved by the meeting of the Chamber at which the decision to amalgamate is confirmed. Any assets not so transferred shall be dealt with as if the Chamber had dissolved.

In the event of the dissolution of the Chamber any assets remaining after satisfaction of all its debts and liabilities are to be disposed of as recommended by the committee and approved by the meeting of the Chamber at which the decision to dissolve the Chamber is confirmed. Upon amalgamation or dissolution the Minute books and other records of the Chamber shall be deposited at the Town Council offices.

## DATA PROTECTION

24. The Chamber is subject to the provisions of the data protection act (DPA) and aims to abide by the terms and spirit, of the data protection law, as set out in the guidelines published by the Data Commissioners Office.  
[www.ico.org.uk](http://www.ico.org.uk)

## LEGAL STATUS

25. The Chamber Executive Committee will endeavour to ensure that the Chamber abides by the laws and regulations current in England at the time, as they affect the activities of the Chamber and its membership. Legal advice may be sought in order to effect this provision.

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