

## **The Sutton Chamber of Commerce Ltd - Constitution**

### **1. NAME**

The name of the company is the Sutton Chamber of Commerce Limited (hereafter referred to as the "Chamber").

### **2. AIMS**

- a) To participate in the local community and influence local issues and projects, as a voice of the local business community.
- b) To promote inter-trading, joint ventures, business development and foster a community spirit of involvement for the membership.
- c) To provide information on local and national issues to the members.
- d) To maintain financial and political independence.
- e) To encourage businesses and other such organisations to join the Chamber and be active in promoting these aims.
- f) To encourage inward investment into the borough. Sutton Chamber has a mission to promote business growth and to create wealth in Sutton Borough.
- g) To be conscious of environmental issues and wherever possible act in a commensurate way.
- h) To have an active business plan, regularly updated to meet the needs of members today and in the future, which may be local and/or global.
- i) To be aware of opportunities outside the Borough, which may in the long term provide additional wealth creation for members, and to foster links with other Chambers in a positive way.
- j) To encompass diversity.

### **3. OTHER ACTIVITY**

- a) To borrow money or raise loans required for the purpose of the Chamber upon securities as may be determined.
- b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights and privileges, which the chamber may think necessary. Such items to be shown as assets of the Chamber and appear in the annual accounts. When the Chamber seeks to buy in services and/or products – these shall be way of procurement with 3 quotations obtained and a decision taken by the Executive Team before proceeding.
- c) To manage, deal with or otherwise dispose of all or any part of the property of the Chamber.
- d) To foster and create a spirit of goodwill, friendship and unity by holding meetings, discussions, lectures, debates, conferences and other functions.

e) To do all such lawful things as are incidental or conducive to the attainment of the above Aims provided that the Chamber shall not support anything the result of which would be to turn the Chamber into a trade union.

f) Addition of Appendix A - The 7 Principles of Public Life

#### **4. COMMUNICATION**

a) To collect, collate and circulate information relating to trade and commerce to members and to print, publish and distribute circulars, bulletins, journals and such other papers as may be necessary to disseminate such information.

b) It is the responsibility of members to ensure that the Chamber holds accurate information relating to registered email address, mobile phone number and main landline contact number. Failure to receive information from the Chamber due to incorrect information being held on file, where a change has occurred, shall be deemed to be a fault by the Member and not the Chamber.

c) Website to be controlled by a member of the Executive Team or suitable appointee in conjunction with the Board, and to ensure updates are carried out in a timely manner. The website to comply with the Data Protection Act (see item 6 below).

#### **5. MEMBERSHIP**

a) Membership will be open to any individual, partnership, incorporated body, association or other organisation.

b) 1. Where the Executive Team receives a complaint about a members' conduct, that member shall be requested to explain their actions to the Executive Team and the Executive Team shall agree what action, if any, should be taken against the member, which could be a written apology, suspension or more severe, but not financial penalty. If in the opinion of the majority of the Executive Team, the issue is more severe, then action under b) 2. should be followed.

b) 2. Any member whose conduct is, in the opinion of a majority of the Executive Team, of injury or discredit to the Chamber they may be expelled from Chamber membership. Such a member may appeal against expulsion by requesting an Appeal Panel hearing under b) 3. below.

b) 3. The final decision regarding the appeal rests with an Appeal Panel made up of three ordinary members of the Chamber – their decision shall be binding on both the Member in default and the Executive Team. The member shall serve a ban as defined by the Appeal Panel or have the decision over turned without a stain on their membership.

c) If the Executive Team so decides, then a party may be given the title of 'Associate Member'. There are no voting benefits attached to this class of membership and other membership benefits may not be included at the discretion of the Executive Team. Occasionally, the Executive Team may invite persons to accept appointment as a Vice President of the Chamber in recognition of conspicuous service rendered by them to the Chamber or to the community. A Vice President will also have no voting powers and be subject to the Executive Teams' discretion with regard to membership benefits. Both Associate and Vice President are free positions unless otherwise decided by the Executive Team.

## **6. DATA**

To hold all data relating to members securely and to comply with provisions laid down within the Data Protection Act. The Chamber to be licensed under the act and its present number is z134580X

## **7. CHAMBER BOARD, EXECUTIVE TEAM and HONORARY POSITIONS**

a1) The Chamber Board shall consist of a minimum of five (5) and a maximum of fifteen (15) Directors, one of whom shall be elected Chairman, whilst another will be Vice Chair and be supported by an Honorary Treasurer and Honorary Solicitor – The Board will therefore be made up of between five (5) and fifteen (15) Directors, plus two Honorary positions. As a whole the Board will be referred to as the Executive Team.

Further a Chamber President may be selected by members and/or the Executive Team. This will be an honorary role, and shall have no powers except as defined under section 7f) below. Where the Chamber does not have a President, then the Chairman shall take on this responsibility. The President will remain in place until six month's notice of stepping down is given either by the President or the Executive Team

a2) All eligible Executive Team members will be invited to become directors of the Chamber, whilst those who are unable, due to contractual obligations elsewhere will be treated in the same way and have the same voting rights as Directors. The Honorary Treasurer and Solicitor will have voting rights when they attend Board meetings.

a3) A Chairman and Vice Chair will be elected by the Board immediately following the AGM in July through a simple majority of a show of hands, and those elected to the Board may put themselves forward to fill these two positions at this meeting.

a4) In the event of a Chairman or Vice Chairman stepping down between dates of the AGM, the Board will elect replacements from the remaining members, whilst they will be able to co-opt to fill gaps on the Board as prescribed within section c) below

b) The management of the Chamber (except as otherwise provided in these Rules) shall be under the control of an Executive Team (hereafter called the Team).

c) The Team shall have power to co-opt new Team Members within the numbers stated in Section 'a' if it thinks necessary. A co-optee would be expected to have demonstrated a commitment to the Chamber preceding co-option of at least six months membership, except where it is a specialist position such as Honorary Solicitor or Honorary Treasurer. The Team may also agree to pay honorariums or expenses to anyone undertaking Chamber business or formally employ parties to undertake work on behalf of the Chamber for an agreed remuneration.

d) The Executive Team may appoint members of the Chamber to chair Working Groups, tasked with a particular project. These members will only have such authority as required to undertake this role and the nature and duration of the role will be under the ongoing control of the Executive Team.

e) All Board Members will have a period of office lasting two years. At the end of a two year period they may stand for re-election. At other times the Board shall be elected annually at the Annual General Meeting of the Chamber as and when a vacancy arises.

The Executive Team will decide who should be chosen as the Chamber's Honorary Solicitor and Honorary Treasurer. The Honorary Solicitor and Honorary Treasurer will remain in place until six month's notice of stepping down is given either by the solicitor or treasurer or the Executive Team.

f) All nominations for the Board shall be made in writing by a voting member of the Chamber with the prior consent of the nominees, seconded in writing by a voting member of the Chamber and sent to the Chamber Administrator to arrive not later than twenty-one (21) days before an Annual General Meeting of the Chamber. During the seven (7) days post receiving the nomination, the Chamber President shall carry out checks deemed necessary to ensure the nominee is of suitable standing to become a Director or Executive Team member of the Chamber. If in the President's view the member is deemed unsuitable, this shall be brought to the attention of the Honorary Solicitor and further checks carried out by the Solicitor during the next seven (7) days, such outcome will then determine whether the nominee be allowed to stand for election. If the outcome is negative, the nominee shall be asked to withdraw their application, and the membership shall not be informed. If the outcome is positive then the nomination shall proceed to the Annual General Meeting and it will be for the membership to decide whether the person shall be elected. The nominee shall submit a biography of their skills and the benefit they will bring to the Executive Team for members to peruse prior to the Annual General Meeting.

g) In the event of a member of the Executive Team failing to attend four consecutive meetings of the Full Executive Team without a satisfactory reason being given, the Executive Team shall have the power to declare the post vacant and then co-opt under Section c) above.

h) The Chamber Administrator will undertake the routine, day-to-day work of the Chamber and shall record all monies received and paid by him/her on behalf of the Chamber and shall pay all accounts approved by the Executive Team. The Honorary Treasurer will prepare a Statement of Accounts made up to March 31st of the present year for presentation to the members at the Annual General Meeting in July.

i) Application to the Executive Team requires a minimum of 12 months as an ordinary member and to have been an active Chamber member, providing evidence of having the required skills and experience. A simple majority of the Executive Team will then enable the nominee's name to be proposed for election at the Annual General Meeting in the same way as f) above.

## **8. MEETINGS**

a) The Annual General Meeting of the Chamber shall be held on the first Wednesday of July at a time and venue determined by the Board.

The Executive Team shall present a Report of the working of the Chamber for the preceding 12 months, since the last Annual General Meeting and will include accounts made up to the 31st March of that year. The Executive Team shall also present its Plan for the coming twelve months, such plan to be circulated to members after the AGM and posted on the Chamber website.

b) The Executive Team may convene a general meeting of members whenever it deems it to be necessary, in addition to the Annual General Meeting. These general meetings may handle many subjects. However, where an issue has far reaching

consequences, then an Extraordinary General Meeting shall be called. Such a meeting shall cover a single issue.

c) The Executive Team may organise social occasions on the members' behalf.

d) Members shall receive no less than fourteen (14) days notice of any general meeting and twenty one (21) days for an extraordinary general meeting. This notice may be given in any form of communication as set out in Section 4. Notice may be construed as notification of the date and venue of such meeting.

e) The Chairman will chair all meetings. In his/her absence the Vice-Chairman will preside appointed from within the Executive Team. In his/her absence a further member of the Executive Team will preside.

f) Board meetings will be quorate when 50% of the current Directors plus one, are present.

## **9. SUBSCRIPTIONS**

The annual subscription of members shall become due and payable on January 1<sup>st</sup> each year. For members who join after March 21 in any given year and, will pay in accordance with the tariff effective from that date, these subscriptions will be on a rolling basis, i.e. renewable on the anniversary of their joining. The amount to be subscribed shall be determined from time to time by the Executive Team. A member whose subscription remains outstanding after six months from the date of renewal shall be deemed not to be in good standing and their name shall be removed from the Roll of Members of the Chamber.

## **10. MEMBERS' VOTING POWERS**

a) Members who are partnerships, companies or other incorporated bodies or associations may appoint a representative to attend and vote at General Meetings on their behalf or they may give their vote to the Chairman by way of an official proxy. Proxy forms to be available for all meetings of the Chamber where a vote is required to carry business. Such completed forms to be in the hand of the Chamber Administrator no later than forty eight (48) hours prior to the meeting. Proxies may be accepted by fax or post and must be signed by the member. Any signature not recognised as to that on the Chamber record shall see the proxy vote disqualified, as does an unpaid membership fee or suspended member.

b) Each member of the Chamber shall have only one vote, which may be exercised at all forms of Meetings of the Chamber by a show of hands of those present. Valid proxies received in good time shall be also be included. The Chair shall declare the number of proxies received prior to the vote. It shall be permissible before such a vote is taken for any member present to require the vote to be taken by ballot. When a ballot is taken two persons shall be appointed scrutineers by a majority of those members present. The scrutineers need not be members of the Chamber. The scrutineers shall count the ballot and report the result to the Chair who will declare the result to the meeting.

c) In the event of a tie, the Chair will have the casting vote.

## **11. NOTICES OF MOTION**

Every member in good standing may submit a notice of motion in writing to the Chamber Secretary not less than twenty one (21) days prior to a general meeting of the Chamber, which motion shall be placed on the agenda for this meeting. For an Extraordinary General Meeting (EGM), the motion must be submitted twenty eight (28) days prior and be accompanied by not less than 20 other members signatures (each in good standing), unless such an EGM has been called by the Executive Team, where a simple majority vote in favour by the Executive Team and is minuted accordingly in the Board Minutes.

## **12. AMENDMENT OF CONSTITUTION**

The first Constitution WILL be agreed and adopted by the Executive Team, but no alteration to this Constitution may be made except by a resolution passed by two-thirds of the members present and voting at the Annual General Meeting of the Chamber. Fourteen days notice in writing of any proposed alteration shall be given to all members.

## **13. DISSOLUTION**

A motion to dissolve the Chamber for which due notice has been given may be passed at a general meeting of the Chamber by a majority of not less than 90% of those voting members present at the meeting. The number of voting members at such a meeting must exceed 40% of the voting membership. If passed, the dissolution motion shall be implemented as follows: the Treasurer will realise all assets belonging to the Chamber, settle all liabilities and produce a closing account to be presented at a general meeting called for this purpose. Any surplus remaining shall be as defined by the Memorandum and Articles of Association.

Upon completion in this manner the Chamber shall stand dissolved.

## **14. GENERAL PROCEDURES**

- a) The order of business for all meetings shall be as specified in the agenda.
- b) No business shall be transacted at general meetings unless it appears on the agenda. Matters not appearing on the agenda may be discussed under 'Any Other Business' at the discretion of the Chair of the meetings but such discussion shall not commit the Chamber. Formal motions must be proposed in writing to the Executive Secretary at least twenty one (21) days in advance of the general meeting.
- c) The Chair has the responsibility of ensuring that all meetings are run to schedule and will routinely apply a 'guillotine' to ensure agenda timings are adhered to.
- d) Motions will be proposed, seconded and voted upon by voting members only.
- e) A motion of which notice has been given shall not be proceeded with in the absence of the proposer unless he/she has authorised another member to move it in writing or unless in the opinion of the meeting the motion may be discussed and voted upon.
- f) Any breach of procedures under this Constitution may be made by a member raising a "point of order". The Chair's ruling shall stand unless a vote is called for in which case a majority of those present will decide the matter.