

Wadebridge and District Chamber of Commerce

Articles of Constitution



Purpose and Principle Objectives

1. The principle objectives and purpose for which the Chamber is established are the promotion of: Commerce, Industry, Trade, Services, Transport and Education in Wadebridge and District.

Anything incidental to any of those objectives and in furtherance of the principal objectives the Chamber shall have the following express powers:

- a) To promote commerce, industry, trade, services and education and in that connection to foster, advance, and protect commercial, industrial, trade, and professional enterprises and (without limitation) other activities and business undertakings of all kinds in the locality referred to above.
- b) To provide and develop business services to members and others and in particular but without prejudice to the generality of the foregoing:

I I. To encourage, establish and support employment initiatives and initiatives for the start-up businesses and enterprises

II c) To promote and protect the collective interests, views and opinions of the members and stimulate interest in and promote support or oppose any legislation or policies (whether local, municipal, regional, national or international) affecting the interests of commerce, industry, trade, services, transport and education.

III d) To promote high standards of business and the recognition and use of national and international standards.

IV e) To provide a means of securing business involvement, corporately and individually, within the local community or communities within the District, to develop, business links with and between enterprises and authorities, to develop and foster working relationships both within and outside the locality that will achieve the greatest prosperity for the locality and its people and to stimulate public awareness of business interest.

V f) To seek to attain all or any of the principal objectives of the Chamber by united action with other Chambers of Commerce, industry, the British Chamber of Commerce or other bodies in those cases where it appears that united action may ease the accomplishment of a particular objective.

2. In furtherance of the principal objectives but not otherwise; the chamber shall also have the power:

a) To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Chamber.

b) To print, publish and sell any newspapers, periodicals, books, leaflets or computer programmes, electronic data and other works and publications and to produce and market films and other audio or visual aids;

c) To borrow and raise money and secure its repayment in any matter;

d) To invest the funds of The Chamber in or upon such investments, securities or property as may thought fit;

- e) To undertake and execute any trusts or any agency business which may seem conducive to any of the principal objectives;
- f) To establish and support and to aid in the establishment and support of any other association formed to promote all or any of the principal objectives;
- g) To amalgamate with any companies, institutions, societies, or associations having objectives wholly or in part similar to those of The Chamber;
- h) To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objectives of The Chamber.

3. The income of The Chamber, Excepting expenses incurred or Honorarium payments whilst carrying out the work of the Chamber which MUST be pre-approved by a meeting of the members from wherever derived, shall be applied solely in promoting the above objectives, and no distribution shall be made to its members in cash or otherwise.

4. Every member of The Chamber undertakes to contribute to its assets, in the event of its being wound up while he/she is a member or within one year after he or she ceases to be a member, for the payment of debts and liabilities of The Chamber, contracted before he/she ceased to be a member and the costs, charges, and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.

5. If on the winding up of The Chamber there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of The Chamber but shall be given or transferred to some other body (whether or not it is a member of The Chamber) having objectives similar to those of The Chamber, or to another body the objectives of which are charitable.

6. Membership shall be open to:

- a) Individuals who are in business on their own account,
- b) Companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade, services, transport and education.
- c) Members of professions who have an interest in commerce, industry, trade, services, transport and education;
- d) Any other individuals, companies, corporations, firms or other organisations whom; The Chamber Executive Committee may in its absolute discretion admit to membership.

7. The Chamber may admit to Honorary Membership of The Chamber for such a period as it may determine:

- a) Individuals whom The Chamber considers as distinguished in statesmanship, diplomacy, commerce, industry, trade, services, transport and education;
- b) Individuals whom The Chamber considers have rendered special service to The Chamber, or the Chamber network.

8. An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings to speak but not vote. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall they be or deemed to be a member liable to contribute any amount on the winding-up of the Chamber.

9. All applications for membership shall be made in writing in such form (containing an undertaking to be bound by the Constitution of the Chamber if elected) as the Executive Committee may in its absolute discretion from time to time prescribe.

10. The acceptance of members shall be by Resolution of the Executive Committee which (save as hereinafter mentioned) may refuse for good reason any application giving reasons for said refusal. The Executive Committee will operate fair and legal procedures for dealing with the approval of applications. Delivery of applications to The Chamber shall be accompanied by the amount of the membership fee which from time to time may be determined by The Chamber. The Chamber may determine different entrance fees for different categories of member.

11. A member may terminate membership by giving notice in writing at least.

12. Unless The Chamber shall suspend the operation of this Article from time to time for a period or in any specific case a Member shall automatically cease to be a member:

- a) If being a company an order shall be made or resolution passed for winding up otherwise than for the purpose of reconstruction.
- b) If adjudicated bankrupt
- c) If suspending payment or compounding with creditors
- d) If failing to pay the prescribed subscription within three months of the due date.

13. The Executive Committee may at any time by Majority Resolution expel a member at any time provided that:

a) not less than 21 days notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the member concerned and

b) the member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Executive Committee called to consider and to be heard in defence.

Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Executive Committee by resolution may re-admit to membership any member so expelled at such time as it may seem determine.

14. The interest and rights of a member are personal only and not transferable or transmissible on death or liquidation.

15. Members may be entitled to vote at meetings of the Chamber in accordance with the subsequent provisions of these articles.

GENERAL MEETINGS OF MEMBERS

16. The Chamber shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by The Chamber, and shall specify the Meeting as such in the notice calling it, provided always not more than fifteen months shall be allowed to lapse between two successive Annual General Meetings.

17. The Executive Committee may call General Meetings and, on the requisition of Members pursuant to the provisions of the Articles, shall forthwith proceed to convene a General Meeting in accordance of the articles.

18. General Meetings shall be called by at least 21 days clear notice but a General Meeting may be called by shorter notice if so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than one third of the total voting rights at the meeting of all the members. The notice of the meeting shall specify the time and place of the meeting and in the case of special business the general nature of the business, and shall be given to all members.

19. The accidental omission to give notice of a meeting to, or the receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

20. All business shall be deemed special that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Executive Committee.

21. No business shall be transacted at any General Annual Meeting or regular meeting unless a quorum is present. Six persons entitled to vote upon the business of The Chamber, each being a member or a person granted the right to vote by proxy by the Executive Committee or a duly authorised representative of a corporation; shall be a quorum.

22. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or through a person connected with a Member or by proxy or by duly authorized representative shall be a quorum.

23. The Chairperson or in their absence the Vice-Chairperson or in their absence some other member of the Executive Committee nominated by the Executive Committee shall preside as chairman of the meeting, but if neither the Chairperson nor any such other person be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Executive Committee present shall elect one of their number to be chairman and if there is only one member of the Executive Committee present and willing to act they shall be chairman.

24. A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Articles, a poll may be demanded:

(a) by the chairman; or

(b) by at least five Members having the right to vote at the meeting;

25. Unless a poll is duly demanded a declaration by the chairman that a resolution

has been carried or carried unanimously, or by a particular majority, or lost, or not carried by particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

27. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

29. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

30. On a show of hands every Member who (being an individual) is present in person or by proxy or (being a company, corporation, firm or other organization) is present by a proxy or a duly authorized representative or a person connected with a Member, not being himself or herself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote.

31. No Member shall vote at any general meeting, either in person or by proxy or duly authorized representative, or a person connected with a Member, unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.

32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

33. On a poll, votes may be given either personally or by a person connected with a Member or by proxy or duly authorised representative.

34. Any vote given or poll demanded by a proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Secretary before the commencement of the meeting or adjourned meeting at which the vote is given or

the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) was received by the Chairman, the Secretary or any Executive Committee member at the time appointed for taking the poll.

35. No Member shall have the right to receive notice of or to send a representative to or to vote at any meeting or exercise any other rights of membership whether conferred by these articles or otherwise if they have not paid their subscriptions (membership fees).

37. Officers of The Wadebridge and District Chamber of Commerce

a) Officers of The Wadebridge and District Chamber of Commerce shall consist of the following but not limited to:

Chairperson

Vice-Chairperson

Secretary

Treasurer

Membership Secretary

From time to time it may be necessary to appoint non-elected Officers (Communications Secretary, Events Coordinators, Technology Specialists, etc) Such appointments may be made by the Executive Committee with notification to the membership.

The Executive Committee shall consist of all of the Elected Officers of The Chamber.

b) Upon notice by the Secretary no less than three weeks prior to the Annual General Meeting, nominations for Officers of The Chamber shall be requested. Any nominators shall be required to include the name of an eligible seconder to their nomination, all nominations will be verified by the Secretary upon receipt; the Secretary will then request from the nominee their consent to be placed on a ballot.

c) All nominations must be received two days prior to the Annual General Meeting for which Officers will be elected. Nominations for elected Officers will close 2 days prior to the Annual General Meeting where Officers are to be elected.

d) Only eligible members (or as otherwise specified above) present at The Annual General meeting may vote for the election of Officers of The Chamber, postal or absentee votes will be permitted upon approval of two thirds of the membership 30 days prior to the AGM.

38. An EGM Extraordinary General Meeting may be called at any time at the discretion of the Executive Committee or on requisition sent to the Secretary and signed by not less than one third of the fully-paid up members of the Chamber. At which time the Secretary shall send out notifications as to the purpose of the EGM no less than three weeks prior to the EGM unless specified by the Executive Committee or one third of the paid up membership. A quorum for an EGM shall be no less than six eligible members in attendance.

39. The Chamber shall have no less than 8 regular meetings in any calendar year.

40. Proceedings

Regular meetings will be held each month at a place and time determined at the previous monthly meeting or as decided by the Executive Committee.

a) Any eligible member may request an item for discussion at a regular meeting in writing to the Secretary no less than seven days prior to the meeting.

b) Each eligible member present shall have one vote and in the event of an equality of votes the chairman shall have a second or casting vote.

c) The right to accept or decline motions raised from the floor at a meeting is at the sole discretion of the elected officers.

41. Amendments to the Constitution

No alterations 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 or at an EGM called for that specific purpose. Fourteen days notice in writing of any proposed alteration shall be given.

42. Finance

a) The chamber shall have the power to raise funds as necessary to achieve its objectives.

b) The Chamber shall have a bank account in its own name and shall have two signatories: Treasurer, Secretary, Vice-Chairperson, or any member designated who is in good standing with the Chamber. The Chairperson does not sign but acts as the authorizing agent on behalf of the membership. In other words reviewing the

release of any funds as approved by the membership or Executive Committee prior to being paid.

c) Any expenditure of Chamber funds must be approved or ratified by a majority of members at a meeting where the expenditure has been proposed or raised. The Executive Committee may be required to authorize expenditures from time to time but must present their expenditure and valid reasons for them to the membership at the next meeting following the expenditure of funds.

d) The Chairman shall have the authority to form any ad hoc subcommittee to deal with or review a specific activity. For example, a Christmas subcommittee.

e) The Chamber reserves the right to donate funds as seems appropriate to local good causes as agreed upon by the membership and which meets the objectives, aims and goals of the Chamber. Provided that such donation does not deplete the funds of The Chamber.

f) In principle the Executive Committee has the power to authorize the payment of Honoraria on a case by case basis.

g) The Chamber retains the authority to sponsor a Miss County of Cornwall pageant provided that a fifty one percent majority of the membership approves such an event.

h) The financial year of the Chamber will coincide with the Annual General Meeting to be held in March of each year.

i) Subscriptions due date are to coincide with the financial year or one year from the date of membership.

43. Conduct of Members and Officers.

a) Officers must conduct themselves in a professional and respectful manner at all times when dealing with the public and representing the Chamber. Any statements or press releases should be made in such a manner that represents the objectives, aims and goals of the Chamber. At no time may any Officer or member publicly defame, disrespect or abuse another member or Officer, the town, District or people of the community. Such behavior is not in the spirit of the aims, objectives or goals of the Chamber.

b) Any disagreement or personal conflict that arises shall not be voiced or condoned at Chamber meetings.

c) The Executive Committee shall have the right to initiate disciplinary action against any Officer or member for actions that are detrimental to the Chamber, its members or the community which the Chamber represents.

44. Dissolution of the Chamber:

a) A motion to dissolve the Chamber for which twenty one days notice has been given may be passed at an Extraordinary/Special/Annual General Meeting of the Chamber by a majority of not less than Ninety per cent of those eligible voting members present at the meeting. The number of voting members must exceed Fifty per cent of the voting membership.

b) If passed, the dissolution motion shall be implemented

c) The Treasurer will realize 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 remaining surplus assets shall be distributed to a Charity, Association, Organization or School as specified by the membership.

Presented to the Wadebridge and District Chamber of Commerce for Adoption at an
EGM
on:

Approved on _____
Signature of Officers:
Chairperson: _____
Vice Chairperson: _____