



HUNGERFORD CHAMBER OF COMMERCE CONSTITUTION

1. NAME

The name of the association is 'Hungerford Chamber of Commerce' (referred to as 'the Chamber' in this Constitution).

2. OBJECTS

The objects for which the Chamber is established are:

- a the advancement and promotion of commerce, industry and trade generally within Hungerford and its surrounding area, particularly in relation to the interests of the members of the Chamber:
- b the creation and promotion of goodwill, friendship and unity among the Chamber's members by the arrangement of meetings, discussions and other functions whether of a business or social nature:
- c to listen to the needs of members and to provide regular forums for consultation and opportunities for networking and business opportunities amongst members:
- d to represent the interests of the members as a whole, or in part, by any means considered appropriate to particular circumstances:
- e to establish and maintain good and mutually beneficial relationships with Hungerford Town and West Berkshire Councils and with all appropriate interest groups, institutions, clubs and societies in the town and its surrounding area.

3. POWERS

In the furtherance of its objects the Chamber shall have the following powers and authority on behalf and for the benefit of its members:

- a to maintain an active website and to publish and distribute circulars, emails, bulletins, journals and other communications as shall be desirable to inform members of relevant events, information, activities or other matters likely to be of interest or concern:
- b to apply the income and property of the Chamber towards promoting its objects provided that no such income or property may be paid or transferred directly or indirectly to any member of the Chamber save as may be authorised by any resolution passed at any Chamber or Committee meeting:
- c to subscribe to and support by way of funding, affiliation or otherwise any organisations having objects similar to or allied with those of the Chamber and also such local charitable and other community institutions as may be deemed worthy of support in the furtherance of any of the objects of The Chamber:
- d to promote principles of fair trading and to discourage all forms of unfair competition and conduct likely to be harmful to the public reputation of the town and its surrounding area:
- e to undertake all other lawful activities as are incidental or conducive to the attainment of the objects of the Chamber.

4. MEMBERSHIP

- a Membership shall be open to all individual persons, partnerships, companies and others interested in or actively engaged in any business or profession in Hungerford and its surrounding area on application to the Committee, and on payment of the appropriate annual membership subscription, subject to the following terms and conditions:
- b Payment of the annual membership subscription shall entitle the member to all the benefits of

membership for and during the financial year of the Chamber (commencing on 1st April in each year) in respect of which such payment is made. The amount so payable shall be determined by the Chamber at each Annual General Meeting.

c. Any corporate member of the Chamber (including any partnership, firm, company or other commercial organisation) may be represented at any meeting of the Chamber by any person or persons authorised by such member to attend, provided that only one such person shall be entitled to vote on behalf of such member on any resolution proposed at such meeting.

d. Any member may resign from membership of the Chamber by giving written notice of resignation to the Membership Secretary at any time, provided that a refund of any subscription previously paid or any part thereof shall only be made in exceptional circumstances and at the Committee's discretion.

e. The Committee may nominate, for approval at a General Meeting, any person to be an Honorary Member in consideration of past services to the Chamber or whose membership it considers to be beneficial to the Chamber for any other reason. Any such person shall be entitled to attend all meetings of the Chamber and all and any other events organized by the Chamber. No membership fee shall be payable but the person concerned shall not be eligible to serve on the executive committee or to participate in any vote taken at any Chamber meeting.

f. Membership of the Chamber may be terminated or refused at the discretion of the Committee in relation to any member who ceases to carry on business in Hungerford and its surrounding area, becomes bankrupt or insolvent, fails to pay his subscription for more than two months after falling due or whose conduct or actions are regarded by the Committee as undesirable and likely to bring discredit to the Chamber.

5. OFFICERS AND EXECUTIVE COMMITTEE

a. At each Annual General Meeting the Chamber shall elect the following officers namely Chairman, Treasurer, Secretary and Membership Secretary. Such officers shall constitute the Executive Committee ('the Committee') of the Chamber for the next ensuing year of the Chamber commencing immediately after the Annual General Meeting at which such officers shall be elected.

b. Additional officers may be elected to serve on the Committee in such capacities as the Chamber may determine from time to time. Such elections may take place at any Annual General Meeting of the Chamber or at any Ordinary or Extraordinary General Meeting, subject to the provisions of this Constitution as regards the procedures to be followed.

c. Any member of the Chamber shall be eligible to stand for election to the Committee subject to being properly proposed and seconded and on providing confirmation of his/her willingness to serve in any of the above offices. Current serving Officers of the Chamber shall be eligible for re-election accordingly.

d. The Committee shall be responsible for the management of the Chamber's affairs in accordance with this Constitution, the decisions of members at general meetings and general good business practice. It shall regulate its own procedures as it thinks fit, provided that the quorum necessary for the conduct of business at any meeting shall be three members of the Committee.

e. The Committee shall meet as often as shall be required for the exercise of its functions. Meetings may be convened either by the Chairman or by at least two other members of the Committee, subject to at least seven days' prior notice (save in case of extreme urgency or emergency) being given of the date, time and venue of any meeting to all Committee members.

f. Decisions at Committee meetings shall be by majority vote, provided that in the event of any equality of votes the Chairman (or in his absence for any reason, the chairman of the meeting) shall have a second or casting vote.

g. The Committee may expend at its discretion monies held on behalf of the Chamber in connection with Chamber expenses properly incurred provided that such expenditure shall not exceed the sum of One Thousand Pounds (£1,000) in total in any year save with the prior approval of the Chamber in general meeting.

h. A written record of all decisions taken at Committee meetings shall be maintained by the Secretary and all such decisions shall be notified to the next ensuing meeting of the Chamber.

i. Any member of the Committee may resign from membership at any time on giving notice of resignation in writing to the Chairman (or the Secretary in the event of resignation of the Chairman). The vacancy so created may be filled by the Committee either from one of its number or by some other Chamber member until the next meeting of the Chamber, at which a new appointment shall be made according to the procedures outlined in paragraph 4b. above.

j. The Committee may if it considers appropriate appoint any sub-committee consisting of such persons, whether members of the Chamber or not, and on such terms of reference as the Committee shall determine in order to deal with and report to the Committee on any specific concern or matter, provided that such subcommittee shall have no executive authority and shall act in an advisory capacity only, unless otherwise authorised by the Committee or by the Chamber in general meeting.

k. The Committee may from time to time invite other persons, whether members of the Chamber or not, to attend any of its meetings in order to assist the Committee in considering any specific concern or matter, provided that such persons shall not be entitled to vote in relation to any decisions

l. Members of the Committee may be paid reasonable out-of-pocket expenses properly incurred in connection with the business of the Chamber provided that such expenses shall not exceed the sum of Fifty Pounds (£50) in total save with the prior approval of the Committee.

6. CHAIRMAN

The Chairman shall be responsible for convening and chairing all meetings of the Chamber and of the Committee and for drawing up all Agendas, subject to the provisions of this Constitution and any decisions of the Chamber and of the Committee from time to time. The Chairman shall ensure that all members of the Chamber and of the Committee shall be notified of the date, time and venue of any meeting of the Chamber and of the Committee respectively. Should the Chairman be unable for any reason to chair any meeting, the meeting shall elect a deputy to chair such meeting in his absence.

7. TREASURER AND ACCOUNTS

a. The funds of the Chamber shall be administered by the Treasurer in accordance with the decisions of the Committee and good accounting principles generally. He/she shall maintain all proper books of account in which all necessary details shall be recorded of all monies received and expended.

b. A report shall be given by the Treasurer to each Ordinary Meeting of the Chamber as regards current balances, income and expenditure in such detail as the Chamber may require from time to time.

c. The Treasurer shall be responsible for the preparation of the Chamber's accounts made up to 31st March in each year, or to such other date as the Chamber may from time to time determine, and for ensuring that such accounts shall be independently audited prior to each Annual General Meeting by such qualified accountant as the Chamber shall from time to time resolve to appoint to act as its auditor. Following such audit the audited accounts of the Chamber shall be presented to such Annual General Meeting for approval and adoption.

d. The Treasurer shall be responsible for maintaining such bank and other investment accounts in respect of Chamber funds as the Committee shall from time to time determine. Unless otherwise authorised by the Chamber any funds requiring long-term investment may only be invested in 'narrower-range investments' as defined by the Trustee Investment Act 1961.

8. SECRETARY

The Secretary shall keep a record of the proceedings of the Chamber and of all decisions of the Committee in such manner as the Committee shall determine from time to time. Such records shall be made available to all meetings of the Chamber and of the Committee for reference and inspection and copies shall be provided to any member of the Chamber who may require them.

9. MEMBERSHIP SECRETARY

The Membership Secretary shall be responsible for

- a maintaining a register of all Chamber members and their contact details:
- b approaching potential new members of the Chamber and dealing with all new membership applications for submission to the Committee:
- c collection of membership subscriptions in conjunction with the Treasurer:
- d liaising with the members of the Chamber and ensuring that they are kept informed as regards the activities of the Chamber generally and are encouraged to attend Chamber meetings

10. ORDINARY, EXTRAORDINARY AND ANNUAL GENERAL MEETINGS

a. Ordinary General Meetings of the Chamber shall take place on such dates and at such times and venues as the Chairman shall determine from time to time, subject to any decisions of the Committee or the Chamber. There shall be at least six such meetings in each calendar year. Not less than seven days prior to each such meeting the Chairman shall circulate to all members notification of the date, time and venue of the meeting together with an agenda of all matters to be discussed at the meeting.

b. An Extraordinary General Meeting of the Chamber shall be convened at any time if the Committee shall so resolve, or if at least five members of the Chamber shall so request on application in writing to the Chairman at any time. On any such application a copy of any resolution to be proposed at such meeting shall also be provided. Not less than seven days prior to any such meeting the Chairman shall circulate to all members notification of the date, time and venue of the meeting together with an agenda of all matters to be discussed together with a copy of any such resolution.

c. An Annual General Meeting of the Chamber shall be held in March of each year at a date, place and time to be fixed by the Committee for the following purposes:

- i. to consider and approve (amended as necessary) the Minutes of the previous Annual General Meeting of the Chamber:
- ii. to receive and consider the report of the Chairman on all aspects of the Chamber's activities during the previous year:
- iii. to receive and adopt the Treasurer's report and the Chamber's audited Accounts for the preceding financial year:
- iv. to receive other reports at the discretion of the Committee:
- v. to elect the Officers of the Committee for the ensuing year:
- vi. to appoint an independent auditor to examine the Chamber's accounts for the ensuing year:
- vii. to deal with any other matters placed on the agenda for the meeting including any Ordinary or Special Resolutions:
- viii. to deal with any other business raised by any member attending the meeting.

d. At least 21 days prior to each Annual General Meeting of the Chamber the Chairman shall circulate to all members of the Chamber notification of the date, time and venue for the meeting, an Agenda setting out all matters to be conducted and a copy of any Special Resolution to be proposed.

e. In relation to any Ordinary Meeting or Annual General Meeting, any member of the Chamber may request the Chairman to include any matter or proposed resolution on the agenda for discussion, provided that such inclusion may be declined in respect of any matter or proposed resolution considered by the Chairman or the Committee to be unsuitable or otherwise inappropriate for discussion for any reason. Resolutions and matters for discussion not on the agenda may be accepted for discussion and decision at the discretion of the Chairman at the meeting.

f. Circulation to members of notifications of meetings and related agendas and resolutions to be proposed shall be by email wherever possible and available.

g. All meetings of the Chamber shall be chaired by the Chairman or in his absence by such other member of the Chamber as shall be elected by the meeting.

h. A quorum of members at any Ordinary, Extraordinary or Annual General Meeting of the

Chamber meeting shall be eight.

i. At every meeting other than an Extraordinary General Meeting, the Minutes of the preceding meeting shall be produced and approved (amended as necessary) and signed by the Chairman as a true record of the meeting to which they relate.

j. Any Chamber member with a personal or financial interest in any matter to be discussed at the meeting shall declare such interest and shall only be entitled to take part in any discussion or vote with the consent of a majority of all other members in attendance.

k. Voting on any Ordinary or Special Resolution shall normally be by show of hands, unless the Chairman shall require in his discretion that it be taken by ballot. When a ballot is taken, two persons shall be appointed by the Chairman to act as scrutineers, after which the Chairman shall declare the result of the ballot to the meeting. Each member of the Chamber in attendance at the meeting shall have one vote. In the cases of an equality of votes, the Chairman shall have a second or casting vote. Voting by proxy may be permitted at the discretion of the Committee and on such terms as the Committee may determine from time to time.

14. INDEMNITY

No member of the Committee or of the Chamber shall be liable for any loss sustained by the Chamber as a result of any dealing with the monies or other property of the Chamber or any other action carried out by him or her in good faith and properly authorised by the Chamber or by the Committee or otherwise by virtue of any provision of this Constitution. Any such member shall furthermore be entitled to be indemnified out of the assets of the Chamber against all and any costs, charges, losses, expenses or liabilities incurred by him or her in relation to any legal proceedings whether civil or criminal arising out of any such loss or dealing or action. Appropriate indemnity insurance will be maintained by the Chamber at all times for such purposes.

15. AMENDMENT OF CONSTITUTION

This Constitution may only be amended by Special Resolution passed by a majority of at least two thirds of those members of the Chamber attending an Annual or Extraordinary General meeting of which at least 21 days' prior notice of the resolution has been given.

16. DISSOLUTION OF THE CHAMBER

a. The Chamber shall be dissolved only by Special Resolution passed by a majority of at least three quarters of those members of the Chamber attending an Annual General Meeting or an Extraordinary General Meeting of the Chamber of which at least 21 days' notice of such resolution has been given.

b. Any Special Resolution for dissolution of the Chamber shall include provision for distribution of any residual funds or other property of the Chamber after all final expenses have been paid. No distribution shall be made to any member of the Chamber save such refund of any membership subscription previously paid as such Resolution may determine. Distribution may be made to one or more institutions in Hungerford and its surrounding area that have objects consistent with those of the Chamber and whose rules of association prohibit the distribution of its income and property to its members.

Adopted by affirmative Resolution of Hungerford Chamber of Commerce at its meeting held on 16th February 2020

Signed: *David Small*

Stuart March

Chairman

Secretary

