

Constitution.

1. Name.

The name of the chamber is **Sheringham Chamber of Trade and Commerce.**

2. Objectives

The objectives of the Chamber are to promote, safeguard and serve the business interest of its members.

To safeguard and promote and develop the general prosperity of the district.

The Chamber shall exist to act on behalf of the membership at a collective and individual level.

The Chamber is to represent the business and commercial view point to regulatory and statutory bodies.

To over view the proceedings of the local authorities to ensure a proper regard is paid to the consequences of decisions that affect the tourist, retailing, catering, professional and service industries.

To endeavour to seek to establish a close working relationship with the Governing bodies within the area..

To enter into friendly co-operation with other like-minded organisations whose objects are the advancement of the area and the amenities available.

To enter into discussions with organisations to promote mutual beneficial actions.

To encourage members to provide a high level service to benefit themselves and others in the area.

To seek to develop the potential of the area environmentally, socially and economically.

Continued.

The Financial year for the chamber will run from January to December of each year.

3. Powers.

The Chamber has the following powers, which may be exercised only in promoting the objects

- 3.1) To promote and carry out research.
- 3.2). Provide advice, without prejudice.
- 3.3) To publish or distribute information.
- 3.4) To co-operate with other bodies.
- 3.5) To support , administer or set up other organisations.
- 3.6) To raise funds.
- 3.7) To make grants or loans and give guarantees.
- 3.8) To set aside funds for special purposes or as a reserve against future expenditure.
- 3.9) To insure the property of the Chamber against any foreseeable risk and take out insurances policies to protect the Chamber as required.
- 3.10) To set up indemnity insurance to protect the Executive Committee.
- 3.11) To employ paid or unpaid staff or advisers.
- 3.12) To pay the cost of forming and administering the Chamber.
- 3.13) To do anything else, within the law, which promotes or helps to promote the objects of the Chamber.

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4. Membership.

- 4.1) Membership is open to any individual or organisation , within the area of benefit, interested in promoting the objectives of the Chamber.
- 4.2) The executive committee may establish different classes of membership, prescribe their respective privileges and duties and set the amount of any subscription.
- 4.3). The executive committee must keep a register of members.
- 4.4). A member whose subscription is six months in arrears ceases to be a member but may be reinstated on payment of the amount due.
- 4.5) A member may resign by **written** notice to the Executive Committee.
- 4.6) The Executive Committee may by resolution terminate the membership of any member on the grounds that in their reasonable opinion the members continued membership would be harmful to the Chamber.
The Executive Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representation which the member has put forward within 14 clear days after receiving notice.
- 4.7) Membership of the Chamber is not transferable.

5. General Meetings.

- 5.1) Members are entitled to attend general meetings of the Chamber either in person or (in the case of a member organisation) through an **authorised representative**

General Meetings are called on at least 21 days written notice to the members specifying the business to be transacted.

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- 5.2). There is considered to be a quorum at a general meeting when the number of members personally present is 5.
- 5.3). The **Chairman** or if the chairman is unavailable to do so the Vice Chairman or some other member elected by those present presides at a general meeting.
- 5.4). Except where otherwise provided by the constitution , every issue at a general meeting will be determined by a simple majority of votes cast by the members present and in person.
- 5.5). Except for the chairman of the meeting, who has a second vote, every member present is entitled to one vote on every issue.
- 5.6) Any meeting which is not a general meeting or AGM is an EGM and may be called at anytime. It should be convened with a 21 day notice period and at the request of one- fifth of the members or thirty members which ever is the least .Such requests for an EGM must state the reason for which the meeting is called.

6. Annual General Meeting.

- 6.1) An AGM must be held Annually no later than the last day of January
- 6.2). The Members must receive the accounts for the previous financial year.
- 6..3) The Members must receive the report of the Executive Committee on the Chambers activity since the previous

AGM.

6.4). Accept the retirement of those Executive Committee members who wish to retire or are retiring by rotation.

6.5) Elect Executive Committee members to fill the vacancies arising.

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6.6). Elect from the members, a Chairperson to hold office from the end of the AGM. until the end of the next AGM.

6.7). Elect from the members a Vice Chairperson to hold office from the end of the AGM until the end of the next AGM.

6.8). Elect from the members a Secretary to hold office from the end of the AGM until the end of the next AGM.

6.9). Elect from the members a Treasurer to hold office from the end of the AGM until the end of the next AGM.

6.10). Appoint an Auditor or Independent Examiner for the Chamber where required.

6.11). The members may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice President.

6.12). The members can discuss and determine any issues of policy or deal with any other business presented to them by the Executive Committee.

7. Executive Committee.

7.1). The Executive Committee controls the Chamber, its property and funds.

7.2). The Executive Committee shall consist of at least the Principle Officers and not more than twelve other individuals, all of whom must be members.

7.3). One third (or the number nearest one third) of the

elected members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.

- 7.4). Up to 5 members can be co-opted to the Executive Committee, appointed by resolution of that committee. to hold office until the end of the next AGM.

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- 7.5). Every Executive Committee member after appointment or re-appointment must sign a declaration of willingness to act as a member of the Executive Committee of the Chamber before he or she may vote at any meeting of the Executive Committee.
- 7.6). A members term of office automatically terminates if he or she :-
- a). Is incapable, whether mentally or physically, to manage his or her own affairs.
 - b). Is absent without notice from 3 consecutive meetings of the Executive Committee and is requested by a majority of the other members of the committee to resign.
 - c). Ceases to be a member of the Chamber (but can be reinstated by resolution of all the other members of the Executive Committee on resuming membership before the next AGM).
 - d). Resigns by written notice to the Executive Committee.
 - e). Is removed by a resolution passed by all the other members of the Executive Committee after requesting the views of the member concerned and considering the matter in the light of those views.

- 7.7). A retiring member of the Executive Committee is entitled, on written request, to an indemnity from the continuing members, at the expense of the Chamber, in respect of any liabilities properly incurred while he or she held office.
- 7.8). A technical defect in the appointment of a member of the Executive Committee of which the members are unaware at the time does not invalidate decisions taken at a meeting.

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- 7.9). The Executive Committee should hold a monthly meeting with a minimum of 11 meetings per year.
- 7.10). Every issue shall be determined by a simple majority of the votes cast at a meeting of the Executive Committee
- 7.11). The Executive committee has the following powers :-
- a). To appoint an honorary Treasurer , Secretary and Solicitor.
 - b). To delegate any of their functions to sub- committees consisting of two or more individual members appointed by the EC. but at least 2 members of the sub- committee must be Executive Committee members.
 - c). To make standing orders consistent with this Constitution to govern proceedings at general meetings.
 - d). To make rules consistent with this Constitution to govern proceedings of committees.
 - e). To make regulations consistent with this Constitution to govern the administration of the Chamber (including the operation of bank accounts and commitment of funds).
 - f). To resolve, or establish procedures to assist the resolution of disputes within the Chamber.

g). To exercise any powers of the Chamber which are not reserved to a general meeting.

7.12). a). The property and funds of the Chamber must be used only for promoting the Objectives and do not belong to the members or Executive Committee.

b). No member of the Executive Committee may receive any payments or other material benefit whether direct or indirect except:-

1. Under sub- clause 3.9 (indemnity Insurance) and Clause 7.13(Contractual Payment).

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2. Reimbursement or reasonable out of pocket expense (including hotel and travel cost) actually incurred in the administration of the Chamber.

3. Interest at a reasonable rate on money lent to the Chamber.

4. A reasonable rent or hiring fee for property let or hired to the Chamber.

5. An indemnity in respect of any liabilities properly Incurred in running the Chamber (including the costs of a successful defence to criminal proceedings).

7.13). An Executive Committee may not be an employee of the Chamber. But a member of the Executive Committee or **connected person** may enter into a contract with the Chamber to supply goods or services in return for a payment or other material benefit. but only if :-

1). The goods and/or services are actually required by the Chamber.

- 2). The nature and level of benefit is no more than reasonable in relation to the value of goods or services and is set at a meeting of the Executive Committee in accordance with the procedure in sub clause 7.14.

7.14). Whenever a member of the Executive Committee has a personal interest in a matter to be discussed at a meeting of the Executive Committee or a Sub-Committee he or she must :-

- 1). Declare an interest before the meeting or at the commencement of the meeting.
- 2). Be absent from that part of the meeting, unless expressly invited to remain in order to provide information.

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- 3). Not to be included in the quorum for that part of the meeting.
- 4). To be absent during the vote and have no vote on the matter.

8). Property and Funds.

8.1). Funds which are not required for immediate use (including those that are required for use at a future date), must be placed on deposit until required.

8.2). Investments and other property of the Chamber may be held:-

- a) In the names of the Executive Committee members for the time being (or in the corporate name of the Chamber if incorporated).
- b). in the name of a **nominee company** acting under control of the Executive Committee or of a financial expert operating on their instructions.
- c). in the name of at least two and up to four holding trustees

for the Chamber who may be appointed and removed by resolution of the Executive Committee.

- d). Documents and physical assets may be deposited with any appropriate body as custodians approved by the Executive Committee.

9). Records and Accounts.

9.1). The Executive Committee must comply with all reasonable requirements as to the keeping of financial records, the audit or independent examination and transmission to members of the Chamber of ;-

- a). Annual returns.
- b). Annual Reports.
Continued.
- c). Annual Statements of Accounts.

9.2). The Executive Committee must keep proper records of :-

- a). All proceedings of meetings.
- b). All proceedings of Executive meetings.
- c). All reports of committee's
- d). All professional advice obtained.

9.3). Accounting records relating to the Chamber must be made available for inspection by any member at anytime during office hours.

10). Notices.

10.1). Notices under this constitution may be sent by hand, by post, or by suitable electronic means or may be published in any journal or newspaper circulating in the local area.

10.2). The address at which a member is entitled to receive notice

is the address noted in the register of members (or if none the last known address).

- 10.3). Any notice given in accordance with this Constitution is to be treated for all purposes as having been received
- a). 24 hours after being sent by electronic means or by hand.
 - b). Two clear days after being sent by first class mail.
 - c). Four clear days after being sent by second class mail.
 - d). On the date of publication of a journal or newspaper.

11). Amendments.

- 11.1). The Constitution may be amended at a general meeting by a two thirds majority of the votes cast assuming that there is a quorum present.

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- 11.2). The members must have been given a 21day notice of the proposed amendment.
- 11.3). No amendment is valid if it makes a fundamental change to the **Objectives** or destroy's the purpose of the Chamber.

12). Dissolution.

- 12.1). If at any time members at a General Meeting decide to dissolve the Chamber, the Executive Committee will remain in office and will be responsible for the orderly winding up of the Chambers affairs.
- 12.2). After making provision for all outstanding liabilities of the Chamber, the Executive Committee must apply the remaining property or funds in one or more of the following ways :-

a). By transfer to one or more other bodies established with the same or similar **objectives**.

12.3). A final report and statement of account relating to the Chamber must be sent to all of the members.