
DORCHESTER & DISTRICT CHAMBER FOR BUSINESS

CONSTITUTION

(adopted on [] 2018)



DORCHESTER & DISTRICT CHAMBER FOR BUSINESS

CONSTITUTION

(adopted on [] 2018)

1. Purpose

- 1.1. The Chamber is a voluntary membership organisation of its Members.
- 1.2. The Purpose of the Chamber is to promote, support and influence the interests of its Members and the business and general interests of the town of Dorchester and its locality.

2. Interpretation

- 2.1. The glossary of definitions and rules of interpretation set out at Schedule 1 apply in this Constitution.
- 2.2. The Schedules form part of this Constitution and shall have effect as if set out in full in the body of it. Any reference to this Constitution includes the Schedules.

3. Powers

- 3.1. The Chamber may undertake any activities towards achieving its Purpose, except trading or that are party political or sectarian.
- 3.2. Any money raised by the Chamber may be applied to activities which are intended to promote, or are in pursuit of, the Purpose. The Chamber may make charitable donations.
- 3.3. The Chamber may engage in lobbying, in pursuit of the Purpose.

4. Membership

- 4.1. Any:
 - 4.1.1. person conducting business; and
 - 4.1.2. any commercial, professional or NFP entitywith an interest in the Purpose may be appointed a Member in accordance with Schedule 2.
- 4.2. Each Member shall appoint one of its directors, partners or employees to be its Representative.
- 4.3. A Member may terminate its membership immediately by giving notice to the Secretary.

5. Executive

- 5.1. Subject always to the Purpose, the specific aims, policies, and the routine business of the Chamber shall be managed and undertaken by the Executive.
- 5.2. The Executive shall consist of not more than twelve Representatives. The election of the members of the Executive shall be conducted at each Annual General Meeting.
- 5.3. Each nominee for membership of the Executive shall undertake to act in accordance with the Principles for so long as they are a member of the Executive.
- 5.4. As soon as convenient after each Annual General Meeting, the Executive shall meet and elect from amongst them, individuals who shall act in each of the offices of:
 - 5.4.1. President;

5.4.2. Vice President; and

5.4.3. Treasurer

for the period until the conclusion of the next Annual General Meeting.

- 5.5. The Executive may organise its meetings and the conduct of its business as it considers convenient from time to time, including the creation of sub-committees. Nevertheless, the Executive will at all times remain collectively responsible to the Members.
- 5.6. The Executive may co-opt any Representative to fill a casual vacancy.
- 5.7. The Executive may co-opt any person to assist any committee, but such co-optee shall not have a vote. For the avoidance of doubt, such person need not be associated with any Member, but shall be required to undertake to act in accordance with the Principles.
- 5.8. Only in exceptional circumstances may the Executive approve the reimbursement of expenses incurred on behalf of the Chamber by any member of the Executive or person co-opted to it.
- 5.9. Where its Representative is a Fully Participating member of the Executive throughout the relevant Financial Year, a Member may request that all or part of the Subscription paid for the Financial Year in which its Representative was Fully Participating should be reimbursed to a sum equivalent to the Subscription rate applicable to NFP entities (if any).

6. President and Vice President

- 6.1. The President shall be the principal ambassador of the Chamber and its Purpose. The Vice President shall support the function of the President and deputise or substitute for the President where necessary.
- 6.2. A member of the Executive may be elected to the office of President provided that the individual has not held the Presidency for more than the preceding three terms of that office.
- 6.3. An individual may act as President for up to three successive terms provided always that the individual:
 - 6.3.1. remains a Representative;
 - 6.3.2. is elected pursuant to Rule 5.4.1; and
 - 6.3.3. retains the confidence of the Chamber in General Meeting.
- 6.4. Any member of the Executive may be elected to the office of Vice President except the immediate past President.

7. Accounts Treasurer and the Independent Examiner

- 7.1. Any member of the Executive who has sufficient financial experience to properly and accountably manage the Chamber's funds and prepare the Accounts may be appointed as Treasurer.
- 7.2. The draft Accounts for each Financial Year shall be approved by the Executive before review by the Independent Examiner.
- 7.3. The Accounts shall be subject to review by the Independent Examiner, pursuant to Rule 7.5.
- 7.4. The Treasurer shall present the Accounts to the Chamber at the Annual General Meeting.
- 7.5. The Independent Examiner shall report on its review of the Accounts to the Chamber at the Annual General Meeting.
- 7.6. The Treasurer may be awarded such honorarium as is approved at the Annual General Meeting for the current Financial Year. Any such honorarium shall be paid directly to the Treasurer.

7.7. The Independent Examiner shall be entitled to be paid a fee which shall be approved at the Annual General Meeting for the current Financial Year.

8. Secretary

8.1. The Executive may appoint, reappoint and remove any individual volunteer from the post of Secretary at any time. The Secretary shall not be an employee or worker of the Chamber.

8.2. The Secretary should attend all General Meetings and meetings of the Executive. The office of Secretary carries with it no right to vote.

8.3. The Secretary may be awarded such honorarium as is approved at the Annual General Meeting for the current Financial Year. Any such honorarium shall be paid directly to the Secretary.

8.4. All reasonable expenses properly incurred and vouched for by the Secretary and approved by the Executive shall be reimbursed.

9. Meetings

9.1. Meetings of the Executive and General Meetings shall be convened and conducted in accordance with Schedule 5.

9.2. At least one General Meeting shall be designated by the Executive as the Annual General Meeting in any Financial Year. Ordinary Business shall be conducted at the Annual General Meeting together with such other business as shall be notified to the Members. Any other General Meeting shall be termed a **Special General Meeting**.

9.3. A Special General Meeting may be called by the Executive at any time.

9.4. Requisitionists may requisition a Special General Meeting by giving notice to the Secretary specifying the resolution(s) proposed.

10. Constitution

10.1. All Members shall at all times abide by this Constitution.

10.2. No amendment shall be made to this Constitution unless:

10.2.1. Special Notice of the proposed amendment shall have been given in accordance with Rule 10.3; and

10.2.2. it shall have been approved by a resolution of a General Meeting.

10.3. Either:

10.3.1. the Executive; or

10.3.2. Requisitionists

may require that Special Notice is given to the Members by lodging with the Secretary the text of the proposed amendment to this Constitution, either:

10.3.3. not less than 20 Business Days before the date of the Annual General Meeting; or

10.3.4. together with a requisition for a Special General Meeting.

10.4. Special Notice shall be sent to all Members not less than 15 Business Days prior to the date of the General Meeting at which any amendment to this Constitution is to be considered. Special Notice shall set out the text of the proposed amendment, and be accompanied by a statement in support by the proposers of the amendment and, where applicable, the response of the Executive, if any.

Schedule 1 Glossary and Interpretation

1.1 The following definitions apply in this Constitution.

Accounts	accounts of the Chamber for each Financial Year;
Business Day	a day, other than a Saturday, Sunday or public holiday in England, when banks in London are open for business;
Chairman	the person presiding over the business of a meeting of the Executive or a General Meeting;
Chamber	the Dorchester & District Chamber for Business (otherwise known as Dorchester Chamber for Business);
Constitution	this instrument as the sole constitutional document of the Chamber;
Dorchester	Dorchester, the county town of Dorset, and its locality;
Executive	the executive committee of the Chamber;
Financial Year	period of 12 calendar months commencing 1 September of the current year;
Fully Participating	being in attendance substantially throughout, not less than 75% of meetings of the Executive and General Meetings in the period since the date of appointment to the Executive;
General Meeting	an Annual General Meeting or a Special General Meeting;
Independent Examiner	a qualified accountancy professional authorised by a body regulated by the Financial Reporting Council (or its successor);
Member	a member of the Chamber, and Membership shall be construed accordingly;
NFP	not for profit entity which shall include (but not limited to), educational establishments, charities, community interest organisations, charitable incorporated organisations, local authorities, and unincorporated associations for community good;
Ordinary Business	the business which shall be considered by each Annual General Meeting as specified in Schedule 4;
President	the president of the Chamber and Presidency shall be construed accordingly;
Principles	the principles set out at Schedule 3;
Purpose	has the meaning given in Rule 1.2;
Representative	an individual appointed by a Member to represent that Member at General Meetings and/or to serve as a member of the Executive;
Requisitionists	not less than 20 Members or 20% of the Members if the number of Members is less than 100;
Special General Meeting	a meeting called by the Executive, pursuant to Rule 9.3, or requisitioned in accordance with Rule 9.4;
Special Notice	notice of a proposed amendment to the Constitution at a General Meeting;
Subscription	such annual rate of Membership subscription as shall be applicable from time to time and payable by a Member.

1.2 All the Rules of this Constitution are severable and distinct from one another and the illegality, invalidity or unenforceability of any Rule shall not affect the legality, validity or enforceability of any other Rule.

1.3 Any notice shall be in writing and shall be deemed to have been delivered or received:

- (a) immediately if sent by email; or
- (b) on the second Business Day following the day on which it was posted.

Schedule 2 Membership

1. ENTITLEMENT

- 1.1 No natural person, corporate or unincorporated body shall be entitled to Membership as of right.
- 1.2 Membership shall be awarded at the discretion of the Executive. The Executive shall not be required to give reasons as to its decision whether to award Membership.

2. APPLICATIONS FOR MEMBERSHIP

- 2.1 Applications for Membership shall be made online or in writing to the Secretary.
- 2.2 Probationary Membership shall commence on receipt of an application and the appropriate Subscription (or due proportion of that Subscription notified by the Secretary).
- 2.3 The applicant shall give such details as are required by the Executive concerning its connection with Dorchester and the name of the person who is proposed to be its Representative.
- 2.4 Applications will be considered by a meeting of the Executive. If rejected, Probationary Membership shall cease forthwith. No reasons for rejection shall be given. Subject to anti-money laundering regulation, the Chamber shall return Subscriptions paid by rejected applicants. Approved applicants shall be notified of Membership.

3. RIGHTS OF MEMBERS

- 3.1 A Member shall be entitled to:
 - (a) participate in the events of the Chamber;
 - (b) appoint and replace a Representative;
 - (c) nominate its Representative to stand for election as a member of the Executive;
 - (d) have the opportunity to have its Representative serve as an officer of the Chamber;
 - (e) attend General Meetings by its Representative and other individuals (subject to any restriction on numbers notified by the Secretary);
 - (f) receive information relating to the business and affairs of the Chamber; and
 - (g) receive a copy of this Constitution and to propose amendments to it.
- 3.2 The rights of a Member shall be suspended if:
 - (a) its Subscription is not fully paid by the due date; or
 - (b) a Goodstanding Letter is served upon it.
- 3.3 Where paragraph 3.2 shall apply, the suspension of a Member shall cease where either:
 - (a) the Secretary notifies that Member that the default is rectified; or
 - (b) the Membership is terminated in accordance with paragraph 5.

4. OBLIGATIONS OF MEMBERS

- 4.1 A Member shall:
 - (a) observe this Constitution;
 - (b) pay the Subscription within ten Business Days of the request for payment;

- (c) notify the name and contact details of any Representative appointed by it to the Secretary;
- (d) immediately notify the Secretary of any change in the identity or contact details of its Representative;
- (e) ensure that a Representative elected to the Executive observes the Principles; and
- (f) not bring the Chamber into disrepute.

4.2 A Member is encouraged to:

- (a) promote the Purpose and the Chamber;
- (b) engage in and support the activities of the Chamber;
- (c) share information which may be of value in promoting the Purpose, through the Secretary or the President.

5. TERMINATION

5.1 Membership shall cease if a Member:

- (a) gives notice of termination to the Secretary;
- (b) does not pay the applicable Subscription;
- (c) becomes insolvent; or
- (d) ceases to have an active interest in the Purpose.

5.2 In the event that any Member shall:

- (a) have outstanding Subscriptions overdue; or
- (b) be in breach of any of its obligations pursuant to this Constitution,

the Executive may instruct that the Secretary shall give the Member written notice of the particulars of breach and request immediate rectification (**Goodstanding Letter**).

5.3 If within ten Business Days of a Goodstanding Letter having been served the Member shall not have rectified the breach, the Secretary reserves the right to issue a written notice (**Final Notice**) on that Member:

- (a) drawing the attention of the Member to this paragraph 5;
- (b) providing a copy of the Goodstanding Letter;
- (c) specifying that Membership will automatically terminate should the Member fail to rectify the breach within ten Business Days.

5.4 Where a Final Notice is served under paragraph 5.3 that Member shall automatically cease to be a Member at 1700 hours on the day ten Business Days following service of it, unless notice shall have been served on the Secretary, pursuant to paragraph 5.5.

5.5 A Member may appeal against a Final Notice in writing to the Secretary, within ten Business Days of the date of the Final Notice, stating why the termination is contrary to this Constitution and the grounds of appeal. Such appeal shall be referred for final determination to an appeal tribunal appointed in accordance with paragraph 5.6.

5.6 The appeal tribunal shall comprise of three individuals who are not members of the Executive and shall be independent of the circumstances giving rise to the issue of the relevant Final Notice. The appeal tribunal shall consider the written submissions made by the Member in accordance with paragraph 5.5 and any written response of the Executive, following which the appeal tribunal may:

- (a) confirm the termination of Membership;
- (b) revoke the Final Notice; or
- (c) substitute a period of suspension for termination of Membership.

Schedule 3 The Principles

1. SELFLESSNESS

Members of the Executive shall act solely in terms of the Purpose.

2. INTEGRITY

Members of the Executive must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their role. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. OBJECTIVITY

Members of the Executive must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. ACCOUNTABILITY

Members of the Executive are accountable to the Members for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. OPENNESS

Members of the Executive should act and take decisions in an open and transparent manner. Information should not be withheld from the Members unless there are clear and lawful reasons for so doing.

6. HONESTY

Members of the Executive should be truthful.

7. LEADERSHIP

Members of the Executive should exhibit these Principles in their own behaviour. They should actively promote and robustly support these Principles and be willing to challenge poor behaviour wherever it occurs.

Schedule 4 Ordinary Business of the Annual General Meeting

1. To receive and consider the report of the President on the activities of the Chamber.
2. To receive and consider the report of the Secretary.
3. To receive and consider the Treasurer's report.
4. To receive the report of the Independent Examiner and the Accounts.
5. To appoint or re-appoint an Independent Examiner.
6. To fix for the current Financial Year:
 - 6.1. the ordinary rate of Subscription;
 - 6.2. the NFP rate of Subscription; and
 - 6.3. qualifications for the NFP rate.
7. To approve the payment of an honorarium to the Secretary for the current Financial Year.
8. To approve the payment of an honorarium to the Treasurer for the current Financial Year.
9. To approve the payment of fees to be paid to the Independent Examiner for the previous Financial Year.
10. To appoint twelve Representatives as members of the Executive in place of the existing Executive (who will cease to hold office at the cessation of that Annual General Meeting).

Schedule 5 Conduct of meetings

1. MEETINGS OF THE EXECUTIVE

- 1.1 The President or any three members of the Executive may request the Secretary to convene a meeting and to give not less than five Business Days' notice of it to the members. Valid shorter notice is deemed to have been given if all members of the Executive attend the meeting or if it is ratified by the members of the Executive at a subsequent duly convened meeting.
- 1.2 The President, or in the absence of the President, the Vice President, or in the absence of both of them, a member of the Executive present elected so to do, shall preside at Executive meetings (the **Chairman**). Neither the President, nor the Vice President, shall have the right to appoint an alternate.
- 1.3 The Executive shall meet as often as is necessary, with the intention of meeting at least every second calendar month.
- 1.4 Any five members who are capable of voting and are physically present shall be a quorum. If a quorum is not present within 30 minutes, then that meeting shall stand adjourned to the same time and place as originally convened five Business Days thereafter. The Secretary shall immediately give notice of the adjourned meeting to all members of the Executive.
- 1.5 No member of the Executive may appoint a proxy to attend or vote on his/her behalf.
- 1.6 Election to the offices of President, Vice President and Treasurer shall be by a simple majority of the members of the Executive present at the meeting referred to in Rule 5.4.
- 1.7 Unless any member requests that a vote be taken by way of secret ballot, all voting of the Executive shall be by a show of hands. Unless otherwise provided, all decisions shall be made by a simple majority. In the event of an equality of votes, the Chairman shall have a casting, or second vote.
- 1.8 In the event that a member of the Executive (the **Person**) shall:
- (a) be absent from three consecutive meetings; or
 - (b) have conducted themselves other than in accordance with the Principles in relation to the Chamber, its Members or its activities
- any other member of the Executive may propose a resolution that the Person shall immediately cease to be a member of the Executive. On a motion for such a resolution the Person may vote, and voting shall be by ballot and shall require a majority of 75% of the votes cast.
- 1.9 In the event that the number of members of the Executive falls below twelve, the Executive may resolve to co-opt any Representative as a voting member until the cessation of the next Annual General Meeting. Other individuals co-opted shall have no right to vote.
- 1.10 No person who has a material interest in a matter under consideration (whether personally or in consequence of being the Representative of a Member) may be counted in the quorum or participate in any vote or ballot.
- 1.11 Minutes shall be prepared of all meetings by the Secretary or by such person who is in attendance and is appointed by the Chairman for such purposes. Once approved, such minutes shall be signed by the Chairman of the subsequent meeting as evidence of the proceedings.

2. GENERAL MEETINGS

- 2.1 The Secretary shall convene a General Meeting which is:
- (a) required by Executive; or
 - (b) is requisitioned by Members pursuant to Rule 9.4.
- 2.2 Where a Special General Meeting is requisitioned by Members pursuant to paragraph 2.1(b) the Secretary shall issue notice of Special General Meeting within 20 Business Days' of receipt. Otherwise, the Secretary shall issue notice of a General Meeting at the direction of the Executive.
- 2.3 The Secretary shall give not less than 15 Business Days' notice of a General Meeting to the Members together with an agenda specifying the business to be conducted. Where such business includes a consideration of the Accounts, the Secretary shall also give not less than 15 Business Days' notice of that General Meeting to the Independent Examiner.
- 2.4 A notice of Annual General Meeting shall be accompanied by a list of the current members of the Executive and, in respect of each of them, an indication of whether they intend to stand for re-election. Other nominees should notify the Secretary of the intention to stand for election not less than ten Business Days' before the day of the Annual General Meeting.
- 2.5 At any General Meeting not less than 20 Members (or 20% of the Members if the number of Members is less than 100) present by their respective Representatives shall constitute a quorum. No Member may appoint a proxy to attend or vote on its behalf other than by its Representative.
- 2.6 The President, or in the absence of the President, the Vice President, or in the absence of both of them, a Representative present elected so to do, shall preside at General Meetings (the **Chairman**). Neither the President nor the Vice President shall have the right to appoint an alternate.
- 2.7 The provisions of paragraph 1.11 shall apply to General Meetings.
- 2.8 The Chairman shall determine the conduct of the General Meeting, except that:
- (a) voting on the election of Representatives to membership of the Executive shall be by show of hands unless a ballot is requested by any Representative present at that Annual General Meeting;
 - (b) any amended motion approved by the General Meeting shall be considered in place of the original and shall itself be open to further amendment;
 - (c) at a Special General Meeting, only business specified in its agenda may be considered.