



Constitution and Rules

of

The Cirencester Chamber of Commerce

**Dyer House, 14 London Road,
Cirencester, Gloucestershire GL7 1AE**
T: 07842 081589 E: info@cirencesterchamber.org.uk

www.cirencesterchamber.org.uk

Constitution and Rules of the Cirencester Chamber of Commerce

1. **Name:** The name of this association is "The Cirencester Chamber of Commerce" ("the Chamber")
2. **Objects:** The objects of the Chamber are:
 - 2.1 To do anything lawful which may be conducive to the improvement of the prosperity of its Members and the development and improvement of the Cirencester area for the purposes of increasing commercial activity.
 - 2.2 To represent, promote and advance the interests of its Members.
 - 2.3 To make representations on behalf of its Members on issues relevant to them.
 - 2.4 To co-operate and engage, in so far as that may be of benefit to its Members, with any body or association in the United Kingdom whose objects are similar to those of the Chamber.
3. **Membership:**
 - 3.1 Membership of the Chamber shall be open to individuals, firms, bodies corporate or unincorporated, charities, organisations and public bodies engaged in any business, professional or charitable activity in the postal code area of GL7 ("the Area").
 - 3.2 Application for membership shall be made in writing in such form as may be required from time to time by the Committee and shall be sent to the Secretary for submission to the Committee.
 - 3.3 The Committee may accept, defer, decline or ratify applications on a majority vote. Acceptance of an application together with payment of the relevant subscription shall constitute membership. The Committee need not give a reason for declining to accept a potential Member but they will not discriminate in any way by reason of race, colour, creed, sex, age or disability.
 - 3.4 The Member of Parliament for the Area, the Chairman of Cotswold District Council, the Mayor of Cirencester and a representative of Gloucestershire County Council may be ex officio members of the Chamber and may attend, but shall not be entitled to vote at, General Meetings of the Chamber. Where any fee is payable by Members generally to attend a meeting, attendance by ex officio members will be on condition of payment by them of the same fee.
 - 3.5 Members paying their subscriptions shall be entitled to vote at General Meetings. Only the nominated representative of an

organisation shall be entitled to exercise the rights of membership on behalf of an organisation.

4. Subscriptions:

- 4.1 Each Member shall pay an annual subscription of such amount as may from time to time be determined by the Committee and approved at the AGM.
- 4.2 The annual subscription shall be payable each year on the last day of the month in which the application was made or on such other date or dates as may be determined by the Committee from time to time.
- 4.3 The Committee may from time to time divide Members into categories and fix different rates of subscription for different categories of Members.
- 4.4 All subscriptions received from Members shall be credited to the Account.
- 4.5 No Member whose subscription is in arrears shall be entitled to exercise the rights of membership and unless the Committee otherwise determines any Member whose subscription shall be more than 56 days in arrears shall ipso facto cease to be a Member and his name shall be struck off the register of members.

5. Bank Account:

- 5.1 There shall be a Bank Account ("the Account") in the name of the Chamber unless or until the Chamber is dissolved.
- 5.2 The President, the Treasurer and the Secretary are authorised to receive payments made by cheque, postal order, standing order, direct debit or BACS into the Account and each of them may make payments not exceeding £500 by cheque or secure online banking on behalf of the Chamber. Any payments exceeding £500 to be made on behalf of the Chamber are to be first approved in writing (an approval and agreement made by email will suffice) by at least two of the President, Treasurer and the Secretary, neither of whom may be the payee.
- 5.3 No single cash transaction exceeding £25 is to take place into or from the Account.
- 5.4 It shall be the responsibility of the person receiving into or paying from the Account any sum to keep, maintain and provide to the Treasurer in timely fashion appropriate documentation evidencing such receipt/payment so as to allow the Treasurer to prepare and reconcile their annual report.

6. General Meetings:

- 6.1 Each year the Chamber shall hold a General Meeting which shall be known as the AGM. Not more than 15 months shall elapse between the date of one AGM and the next. The AGM shall be held at such time and place as the Committee shall determine.
- 6.2 The Committee shall, following receipt of a written request, sent to the Secretary and copied to the President and Vice President/s, from at least five Members calling for the passing of a Special Resolution, within 56 days convene a General Meeting.
- 6.3 Notice of General Meetings, including the AGM, shall be given by the Secretary or any other person on behalf of the Committee to each Member of the Chamber not less than 15 days before the date of the Meeting.
- 6.4 Notice of General Meetings may be given a) by delivering it by hand or b) by sending it by post in an envelope (with postage paid) to the Member's last known address or c) by fax to a fax number notified to the Chamber or d) by electronic communication to an address notified to the Chamber.
- 6.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.
- 6.6 Notice of the AGM will be accompanied by a statement showing the number of attendances of each member of the Committee at meetings of the Committee during the period since the previous AGM.

7. Conduct of General Meetings:

- 7.1 No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Five Members shall be a quorum.
- 7.2 The President shall Chair every General Meeting. Should the President be unable or unwilling to hold the Chair, the Vice President (or if there are two Vice Presidents one of them) or another Committee member present may Chair the meeting.
- 7.3 At any General Meeting a Resolution put to the vote shall be decided on a show of hands unless before or on the declaration of the result a poll is demanded by the Chair or at least 5 Members having the right to vote at the meeting.

- 7.4 Unless a poll is demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to the effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded for or against such resolution.
- 7.5 If a poll is demanded it shall be taken in such manner as the Chair of the meeting directs and the result of the poll recorded.
- 7.6 In the case of equality of votes the Chair of the meeting shall be entitled to a second or casting vote.

8. Conduct of the Annual General Meeting:

- 8.1 The Annual General Meeting shall:
 - 8.1.1 Receive from the Treasurer a report and verified statement of accounts for the preceding financial year.
 - 8.1.2 Elect the President, Vice President (or Vice Presidents if two in number) and Treasurer.
 - 8.1.3 Elect not more than 13 other members of the Committee.
 - 8.1.4 Approve the annual subscription rates.
 - 8.1.5 Appoint a suitably qualified person to examine and verify the accounts for the ensuing year, and
 - 8.1.6 Decide on any Special resolution duly submitted to the Meeting.
- 8.2 Any member who wishes to move a Special resolution at the AGM must give written notice of the proposed resolution to the Secretary, copied to the President and Vice President/s not less than 28 days preceding the AGM.

9. Committee:

- 9.1 The day to day running of the Chamber shall be vested in a Committee ("the Committee") consisting of the President, Vice President (or Vice Presidents if two in number), Treasurer and not more than 13 elected Members.
- 9.2 The Committee shall appoint a Secretary to the Chamber, who need not be a member of the Chamber and may, at the discretion of the Committee, be paid for his or her services.
- 9.3 The President, Vice President/s, Treasurer and other members of the Committee must be elected at the AGM held each year, subject to paragraphs 9.4 and 9.6

- 9.4 The standard term of office for the post of President is deemed to be 2 years however, in the event that no-one puts themselves forward, the elected President may stand again, if willing, for a maximum of another 2 consecutive years.
- 9.5 Each member of the Committee is eligible for re-election, but in order to qualify for re-election to the Committee, the Member must have attended not less than 50% of the meetings of the Committee in the period since the previous AGM.
- 9.6 In the event of a vacancy on the Committee, a simple majority of those remaining on the Committee may appoint any Member of the Chamber to fill the vacancy on an interim basis until the next AGM.
- 9.7 Unless otherwise agreed by a simple majority of the Committee, the Committee shall meet not less than eight times in each year.
- 9.8 The quorum for meetings of the Committee shall be five.

10. Amendment of Constitution and Rules ("the Rules"):

- 10.1 The Rules may be added to, repealed or amended by resolution at any General Meeting of the Chamber.
- 10.2 A resolution to alter the Rules may be passed by a simple majority of the Members present and entitled to vote.
- 10.3 Any reference to the Rules includes a reference to the Constitution and Rules of the Chamber as altered from time to time in accordance with this Rule.

11. Dissolution:

- 11.1 If at any General Meeting a resolution for the dissolution of the Chamber is passed by a majority of the members present and entitled to vote, the Committee must promptly, or at such future date as is specified in the resolution, proceed to realise the property of the Chamber.
- 11.2 After discharge of all liabilities the remainder of the property of the Chamber shall be transferred to such other body or organisation in the Area having objects similar to the Chamber as shall be decided by resolution at the Special General Meeting referred to in paragraph 11.1 or, if no such resolution is passed, be divided equally amongst all Members of the Chamber who have paid a subscription at the date of that Meeting.
- 11.3 On completion of the disposal of all the property of the Chamber in accordance with this Rule, the Chamber will be dissolved.