



Billingshurst & Horsham Chamber of Commerce
Social & Business Club

Constitution

AMENDED 20 APRIL 2016
AMENDED 16th October 2017
And adopted at the AGM 15th February 2018
And adopted at the AGM 17th February 2019

Billingshurst & Horsham Chamber of Commerce

- **Name**

1. The name of the Association is the Billingshurst & Horsham Chamber of Commerce (“the Chamber”).
2. The aims and objectives for which the Chamber is established are;
 - a. for the association of traders, merchants, manufacturers, professional people and others, to consider and promote all such lawful measures, plans and schemes as may be calculated to further improve and secure the trading and commercial interests of Billingshurst & Horsham and its neighbourhood,
 - b. to collect, collate and circulate statistical and other information relating to trade, commerce and manufactures, as deemed necessary and appropriate to the Executive Committee, for the benefit of Members as will assist them in their commercial or professional pursuits, and to print, publish and distribute circulars, bulletins, journals and such other papers as may be deemed necessary to disseminate such information,
 - c. to advance and promote commercial and technical education,
 - d. to support fair principles of trading,
 - e. to create and foster a spirit of goodwill, friendship and unity among the business people of the area and by meetings, discussions, lectures, debates, conferences and other functions to provide facilities for social intercourse on a friendly basis between all Members of the Chamber and other parties,
 - f. to do all such lawful things as are incidental or conducive to the attainment of the above objectives,
 - g. The Chamber shall not participate in political activities of any kind and shall be non-political in character.

Membership & Subscriptions

3. Membership

Membership of the Chamber shall be open to all individual persons over the age of 18 in business, companies, firms or other organisations interested in furthering the work of the Chamber and its aims and objectives and who/that have paid the annual subscription as set from time to time by the Executive Committee in one of the following categories:

3. A. **Business Member** – any individual person in business, body corporate or unincorporated association who/that is interested in and committed to furthering the work of the Chamber and is prepared to sign up to the aims and objects of the Chamber.

Each company admitted as a Business Member shall appoint a representative who shall during the continuance of their appointment is entitled to exercise in any General Meeting of the Chamber all such rights and powers ascribed to that category of membership. Such Business Members may also nominate an alternative individual to replace the appointed individual should they be unable to attend meetings or cease to be associated with the Business Member organisation. Any employee of a company admitted as a Business Member may attend Chamber meetings but the company through its nominated representative may have only one vote.

3. B. **Affiliate Member** – any individual, organisation or association who/that is interested in and committed to furthering the work of the Chamber and is prepared to sign up to the aims and objectives of the Chamber e.g. Parish, District, County or other Councils or associations who/that choose not to take up Business Membership or have responsibility for or, in the sole opinion of the Executive Committee, interests that represent potential conflicts with some or part of the Chamber’s activities. Affiliate Members will have no vote.

Affiliates shall be entitled to receive notice of, and attend General Meetings of the Chamber, but shall not hold voting rights or be counted for the purpose of calculating a quorum.

Affiliates shall enjoy such privileges as the Executive Committee may consider appropriate, and will be required to pay an annual subscription or other fee at the discretion of the Executive Committee. Such Affiliate Members may also nominate an alternative individual to replace the appointed individual should they be unable to attend meetings or cease to be associated with the Affiliate Member organization. Such person would also have no vote.

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[For clarity, the purpose of the Affiliate Membership category is to enable members of other influential groups to play an active participation in Chamber activities without the potential risk of a conflict of interest arising].

NOTE: Where a change of membership category is required for an existing Member to reflect that Member's changed circumstances, the timing of such change of membership category is at the sole discretion of the Executive Committee, but shall be effected within three months of the situation arising.

The Committee shall have the right to reject applications for membership of the Chamber for good or sufficient reason and likewise shall have the right to terminate membership if the Member concerned acts in a manner calculated to injure or discredit the Chamber provided always that the Member shall have the right to present its case (for membership or against expulsion) to the Executive Committee.

4. The Chamber shall fix the annual subscription fees at its Annual General Meeting.
5. All subscriptions shall become due each year on the anniversary of the date the member joined BHCC and no Member shall be entitled to vote at any meeting of the Chamber or its Committees unless his/her subscription been previously paid.
6. On ceasing to be a Member a person forfeits any rights or claims on the Chamber, its property and funds.

Executive Committee

7. The Annual General Meeting of the Chamber shall elect its Chair, Vice Chair and Treasurer and such other Members of the Executive Committee as the Chamber shall from time to time decide ("the Officers").
8. The Chair and Vice Chair shall hold office until the conclusion of the Annual General Meeting next following their election and may stand for re-election to the same office.
9. The Officers shall be business Members of the Chamber as a matter of course.
10. The Executive Committee shall not exceed twelve in total who shall be elected by the Chamber in the Annual General Meeting subject to clause 16 and 17 below.
11. The Executive Committee may at its discretion co-opt Members to serve upon it. Such Members may be Business Members or Affiliate Members, but any co-opted Affiliate Members shall have no vote. Affiliate Members' opinions will be sought and taken into consideration by a show of hands before any formal vote. Co-opted Members' tenure is at the discretion of the Executive Committee but such co-option will automatically expire at each AGM. Retired co-opted Members may be re-co-opted at the discretion of the Executive Committee.
12. The Executive Committee may establish such sub-committees as appears appropriate.
13. The Chair shall authorise the keeping of records of the Executive Committee meetings and shall also maintain (or arrange to have maintained) a roll of paid-up Members of the Chamber.
14. The Chamber shall hold its Annual General Meeting once each year within 3 months of the end of the previous financial year.
15. An additional General Meeting of the Chamber will be arranged by the Chair to take place not later than 35 days after the receipt by him or her of a requisition signed by not less than 10 Members setting out the purpose for such meeting.
16. At least one month before the AGM at least three Members of the current Executive Committee will retire. A retiring Executive Committee Member may stand for re-election at the forthcoming AGM. If there are not three voluntary retirements the Chair (or Vice Chair if the Chair is not available to do so) will make a draw to randomly selecting three committee Members for retirement.
17. If at the AGM the sum of the Executive Committee Members who are prepared to re-stand and those new Members nominated for the Executive Committee is twelve or less, then those Executive Committee Members who are re-standing need not be re-nominated or re-elected for the next Executive Committee and will automatically become a Members of the new Executive Committee.

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18. Nominations for the Executive Committee may be made and seconded by Members at any time but no later than seven days before the AGM and shall be sent in writing to the Secretary signed by the nominator and seconder. Nomination forms will be sent to Members with the notice of the AGM. Members will be notified of all nominees prior to the AGM.
19. Each Business Member of the Chamber shall have one vote which may be exercised by a show of hands. Voting may be taken by ballot at the discretion of the Chair. When a ballot is to be taken two persons shall be appointed by the Chair to act as adjudicators whose task shall be to count the number of votes and report the result to the Chair who shall declare the result of the ballot to the meeting. In cases of equality of votes the Chair shall have a casting vote.
20. The Chair shall nominate a Member of the Executive Committee to chair any meeting of that body or the Chamber in General or other Meeting if he or she is to be absent and that person shall have the same rights and duties as the Chair during the currency of that commission.
21. Business Members may vote by proxy at the Annual General Meeting either by appointing a person to act as proxy, or by submission of a ballot (by electronic or written means) 2 days prior to the Annual General Meeting. Business Members wishing to vote by proxy must contact the Secretary at least 5 days prior to the Annual General Meeting to advise of their intent to exercise their vote in this manner.
22. A quorum of the Executive Committee shall be five Officers (or 50% where there are less than 10 Officers appointed to the Executive Committee). Seven days' notice shall be given of every meeting specifying generally the nature of the business to be transacted.
23. The Executive Committee may from time to time make bye-laws, regulations and orders for the good management control and conduct of the Chamber provided that the same shall not be inconsistent with or opposed to the constitution or rules of the Chamber.
24. In case a vacancy shall occur in the office of Chair, Vice-Chair, Treasurer or other Officer in the course of the year, such vacancy shall be filled at the discretion of the Executive Committee, and any person so chosen shall hold office so long as the Officer in whose place the person has been chosen, would have held office if no vacancy had occurred.
25. The Secretary shall be appointed by the Executive Committee who shall pay that person's reasonable expenses, remuneration and define their duties.
26. The Executive Committee shall have the power to appoint consultants to undertake specific duties on behalf of the Chamber and to pay such remuneration as may from time to time be determined by the Committee.
27. Every paid up Member of the Chamber has the right to submit a notice of motion in writing to the Chair, which shall be placed on the agenda for the next Executive Committee meeting, unless such request is submitted within 10 days of the next Executive Committee meeting, when such motion will be carried to the following Executive Committee Meeting.

Policies & Procedures

28. The Executive Committee may implement administrative policies and procedures in relation to the management of the Chamber at the discretion of the Chair, subject to coherence with the Constitution.

Dissolution

29. In the event of the membership of the Chamber not being able to form an effective Executive Committee, the General Meeting must pass a resolution by a two-thirds majority to disband or dissolve the Chamber.
30. The assets and funds of the Chamber shall be transferred to some other institution (such as Sussex Chamber of Commerce, Sussex Enterprise or the British Chambers of Commerce) whose aims include the protection and promotion of the businesses of Billingshurst & Horsham

Press Releases

31. Reports to the press or other media attributable to the Chamber must only come direct from the Chair or by Press Release approved by the Executive Committee

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Funds

32. The funds of the Chamber shall be under the control of the Executive Committee, who shall have the power to use the same in such a way, as it may deem necessary for carrying out the aims and objectives for which the Chamber is formed.
33. Neither the Chamber, its Officers or its Executive Committee Members shall have the power to pledge, borrow or loan any funds belonging to the Chamber other than to subscribe to and support such community based projects and local charitable institutions and objectives as may be deemed by the Executive Committee to be worthy.
34. The Executive Committee may appoint an accountant to prepare and/or audit annual accounts and may agree what remuneration (if any) to pay in that regard. It shall be for the Chamber in General Meeting to re-appoint the accountant annually.
35. The Treasurer shall keep an account of all moneys received and paid and shall pay all accounts approved by the Executive Committee for and on behalf of the Chamber. They shall present to the Chamber at its Annual Meeting a statement of account showing all financial transactions of the Chamber made up to the last day of December in the previous year.

General

36. No alteration shall be made to these rules except by a resolution duly passed by two-thirds of the Members present and voting at a General Meeting of the Chamber and the Chair shall give to Members not less than 10 days' notice of any such alteration(s) by way of a notice in the Chamber's newsletter or in such other form as the Chair in his or her discretion may direct.
37. A notice may be served by the Chamber upon any Member by sending it in writing by post, by hand or electronically at his usual place of business. Any notice sent by post shall be deemed to have been served on the day following that on which it was posted.
38. All meetings of the Chamber (whether in Executive Committee or otherwise) shall be chaired by the Chair, or their proxy. He or she shall use their best endeavours to ensure that such meetings are conducted in a fair and balanced manner.

End

PARAGRAPHS CONTAINING KEY DATES, NUMBERS AND TIMES FOR REFERENCE AND NOT FORMING A PART OF THE CONSTITUTION

3. NOTE: Where a change of membership category is required for an existing Member to reflect that Member's changed circumstances, the timing of such change of membership category is at the sole discretion of the Executive Committee, but shall be effected within six months of the situation arising.
14. The Chamber shall hold its Annual General Meeting once each year within 3 months of the end of the previous financial year.
15. An additional General Meeting of the Chamber will be arranged by the Chair to take place not later than 35 days after the receipt by him or her of a requisition signed by not less than 10 Members setting out the purpose for such meeting.
16. At least one month before the AGM at least three Members of the current Executive Committee will retire. A retiring Executive Committee Member may stand for re-election at the forthcoming AGM. If there are not three voluntary retirements the Chair (or Vice Chair if the Chair is not available to do so) will make a draw to randomly selecting three committee Members for retirement.
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