

CONSTITUTION OF THE KENILWORTH OF TRADE AND COMMERCE

1. The Chamber

- a. The name of the Association is the Kenilworth Chamber of Trade and Commerce (referred to in this document as "the Chamber").

2. Aims of the Chamber

- a. To promote all businesses within Kenilworth.
- b. To communicate local business opinion to decision making bodies.
- c. To provide networking opportunities for member businesses.

3. Membership

- a. Membership of the Chamber shall be open to all businesses which are based in and actively engaged in business in the CV8 1, CV8 2 and CV35 7 postcode areas ("the eligible area").
- b. Businesses whose main place of business is located outside of the eligible area may apply for Associate membership of the Chamber if the registered office or the home address of the business principal is within CV8 1 or 2 or CV35 7 provided there is no competition with existing members that meet the full membership criteria and in the event of uncertainty entitlement to membership is to be at the sole discretion of the Management Committee.
- c. An Associate member may be asked to resign their membership at any time or be refused renewal of their membership if a business that meets the full membership criteria requests membership.
- d. The rights of Associate members shall be determined by the Management Committee from time to time but shall include the ability to attend networking events. For the avoidance of doubt it shall not include a listing on the Chamber website or within any Directory showing a list of Chamber members.
- e. The Management Committee shall have the power to refuse an application for membership without assigning a reason.
- f. Any member who shall do any act or conduct calculated to injure or discredit the Chamber may be expelled from the Chamber by a resolution of a General Meeting or a meeting of the Management Committee. A member may appeal against their expulsion to a special meeting of the Management Committee.

4. Subscriptions

- a. Every member shall pay an annual subscription as decided at the AGM.
- b. All subscriptions shall become due on the first day of the Chamber's financial year ("the Due Date").
- c. A member shall be entitled to vote at a meeting only if their subscription has been paid previously.

- d. Failure by any member to pay the renewal subscription on the Due Date will result in the immediate loss of all member benefits including the removal of the member's details from the Chamber website.

5. Meetings of the Chamber

- a. Once a year the Chamber will hold an Annual General Meeting (referred to in this document as "AGM") at such time and place as the Committee shall determine.
- b. The AGM should take place between eleven and fifteen months after the preceding AGM.
- c. At least twenty one clear days' notice of the AGM shall be given to each member.
- d. At the AGM the business shall include
 - i. the election of officers
 - ii. the appointment of an auditor
 - iii. the consideration of an annual report of the work one by or under the auspices of the Committee
 - iv. the consideration of the audited accounts
 - v. the transaction of other matters as may be necessary
- e. A Special General Meeting may be called:
 - i. By the Chair of the Committee at their discretion,
 - ii. By the Secretary within twenty one days of receiving a written request signed by not less than ten members of the Chamber. This request must give reasons for calling the meeting,
- f. A minimum of three days notice in writing shall be given to all members in respect of a Special General Meeting
- g. The accidental omission to give notice of a meeting to a member entitled to receive notice shall not invalidate any resolution passed at any meeting.

6. Officers

- a. At the AGM the Chamber members shall elect members to form a management committee ("the Management Committee") which will comprise the following positions:
 - i. Chair
 - ii. Vice Chair
 - iii. Treasurer
 - iv. Secretary
 - v. Membership Secretary
 - vi. Press & Publicity Officer
 - vii. Events & Social secretary
 - viii. Retail Liaison Officer
 - ix. Restaurant Liaison Officer
- b. Only members of the Chamber shall be eligible to serve as officers or members of the Committee (which for the avoidance of doubt does not include Associate Members).
- c. Should the number of nominations for Committee positions exceed vacancies election shall be by a simple majority at the AGM.

- d. The Chair shall hold office until the AGM following their election and shall be eligible for nomination again as Chair until the third AGM following their initial election. This person may not then be nominated again for the position of chair until the third AGM after the end of their term. This person may be nominated to take any of the other committee positions.
- e. The other officers of the Chamber shall hold office until the conclusion of the AGM next after their election and shall be eligible for re-election.

7. Management Committee

- a. The policy and general management of the affairs of the Chamber shall be directed by a Management Committee (referred to in this document as "the Committee").
- b. The Chair and the officers are members of the Committee.
- c. Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a vacancy shall hold office until the conclusion of the next AGM.
- d. In addition to the elected members the Committee may co-opt up to two further members who must be full members of the Chamber. These people will serve until the conclusion of the next AGM.
- e. The quorum for the committee shall be five members.
- f. The Committee shall meet not less than four times a year.
- g. The Committee may appoint such sub-committees as they decide to be necessary and shall determine their terms of reference, powers, duration and composition.
- h. All acts and proceedings of sub-committees shall be reported back to the Committee.
- i. Every member of the Chamber has the right to submit a notice of motion in writing to the Secretary to be placed on the Agenda for the next Committee meeting and shall therefore be authorised to attend that meeting.
- j. A member of the Committee shall cease to hold office if they resign their office by notice, or if for good and sufficient reason three quarters of the other members of the Committee pass a resolution that such a Committee member shall be removed from office.

8. Rules of Procedure

- a. Chair. In the absence of the Chair and Vice-Chair from any General or Committee meeting the members present at the meeting shall elect a Chair to preside.

- b. Voting. Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present who are entitled to vote.
 - i. In the case of an equality of votes at any meeting the Chair shall have a second or casting vote.
- c. Minutes. Minutes shall be kept by the Committee and all other committees, recording all proceedings and resolutions taken.
- d. Notice. Notice may be served by the Chamber on a member by post in a prepaid letter addressed to their last known address in the United Kingdom.
 - i. A letter sent in this way shall be deemed to have been received within 48 hours of posting.
 - ii. Alternatively, Notice may be served by the Chamber on a member by using an electronic method of communication to an address notified to the Chamber for that purpose.
 - iii. For electronic communication it shall be sufficient that the notice contained in an electronic communication was sent and not returned undelivered.
- e. Alterations to the Constitution. The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

9. Finance

- a. The financial year of the Chamber shall be from the first day of July to the thirtieth day of June.
- b. All moneys raised by or on behalf of the Chamber shall be applied to further the objects of the Chamber and for no other purpose.
- c. The Chamber shall have a bank account with such Bank as the Committee shall decide. All cheques must be signed by not less than two authorised signatories.
- d. The Treasurer shall keep an account of all monies received and paid by him for and on behalf of the Chamber and shall pay all accounts approved by the Management Committee.
- e. At the AGM the Treasurer shall present a statement of accounts showing the financial transactions of the Chamber made up to the last day of June in each year.

10. Dissolution

- a. If by a simple majority the Committee decides at any time that it is necessary or advisable to dissolve the Chamber, it shall call a Special General Meeting of all members of the Chamber
- b. If at the Special General Meeting the decision is confirmed by a two-thirds majority of those present and voting the Committee shall have power to dissolve the Chamber and dispose of any assets held
- c. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other institution or institutions that have aims similar to those of the Chamber as the Committee may determine