

Wells Chamber of Commerce and Tourism Constitution

(adopted 6th March 2023)

The name of the Association is the Wells Chamber of Commerce and Tourism, and it is hereafter referred to as the Chamber.

1. The objects for which the Chamber is established are: -
 - a. To promote business and businesses and tourism in the city of Wells
 - b. To create harmonious relationships amongst traders, the City Council, and other tiers of local government, including their officers, for the betterment of the City of Well
 - c. To facilitate improvements to benefit all those connected with business or tourism in the City of Wells
 - d. To act as a voice for traders and those involved in business and tourism
 - e. To listen to the needs of members, to provide regular forums and consultation and to offer opportunities for networking and business opportunities amongst members

2. The Chamber may also:
 - a. Seek to advanced commercial and technical education
 - b. Support and diffuse information and fair principles of trading
 - c. Borrow money or raise loans required for the purposes of the Chamber upon such securities as may be determined
 - d. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, which the Chamber may think necessary or convenient for the purpose of its business
 - e. Sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber
 - f. Subscribe to and support from the funds of the Chamber such local charitable institutions and objects as may be deemed worthy
 - g. Apply the income and property of the Chamber towards promoting its objects and none of it may be paid or transferred directly or indirectly to members of the Chamber
 - h. Do all such lawful things as are incidental to the attainment of the objects
 - i. Affiliate to the Somerset Chamber of Commerce and Industry Ltd

3. Membership
 - a. Membership of the Chamber shall be open to all individual persons, companies and partnerships and firms interested in or actively engaged in business in the City of Wells upon being duly ratified at the next Executive Committee meeting
 - b. None of the rights of any member of the Chamber may be transferred or transmitted to any other person or entity,
 - c. Any member who shall do any act or conduct calculated to injure or discredit the Chamber may be excluded from membership of the Chamber by a resolution of the majority of members at a general meeting of members of which at least fourteen days' notice has been given. Such member shall be allowed to appeal against the exclusion to a special general meeting of the

Chamber. Such a meeting must be convened within thirty days of receipt of written notice of appeal. Notice of appeal must be given within seven days of the date of the meeting at which exclusions was originally confirmed.

- d. Members must cease membership of the Chamber if (s)he:
 - (i) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
 - (ii) Resigns from membership by giving notice in writing to the Chamber, or
 - (iii) Fails to settle the subscription for six months after it is due and the Executive Committee resolves to end that membership, or
 - (iv) Ceases trading
- e. The Chamber shall also have the power to appoint any person to be an Honorary Member in consideration of past services to the Chamber.

4. Subscriptions

- (a) Every member shall pay an annual subscription of such a sum as the Committee shall determine and firms, partnerships and companies shall appoint a representative to attend and vote at general meetings of the Chamber
- (b) All subscriptions shall become due on the first day of April in each year and no members shall be entitled to vote at any meetings unless the subscription shall have been previously paid.

5. Officers of the Executive Committee

- (a) The Officers of the Chamber shall be an Executive Committee, comprising: -
 - I. Chairman
 - II. Vice Chairman
 - III. Treasurer
 - IV. Secretary
 - V. Not more than four other members
 - VI. The immediate past Chairman should (s)he be willing to serve.
- (b) In addition, the Honorary President, should there be one, shall be deemed to be an Officer of the Association, and shall be entitled to attend and participate as a member of the Executive Committee and at all other meetings of the Chamber in a non-voting capacity
- (c) The Officers shall be responsible for running the affairs of the Chamber in accordance with the rules, the decisions of members at general meetings and general business practice.
- (d) All officers of the Chamber, including the Honorary President, shall retire annually but shall be eligible for re-election, if willing to serve. No Chairman shall hold office for more than three years in succession **
- (e) Nominations for Officers and for the Executive Committee shall be made in writing by any member and the nomination shall be sent to the Secretary at least forty-eight hours prior to the date and time of the Annual General Meeting, with notification of the consent of the person so nominated to serve.
- (f) The Executive Committee shall have powers to appoint such sub-committees as may be deemed desirable.
- (g) Casual vacancies on the Executive Committee shall be filled by election by the Executive Committee, save for the office of Chairman, where such election is subject to confirmation by members at the next general meeting.
- (h) The Executive Committee may, should the circumstances require it, co-opt any individual with special skills pursuant to those circumstances, on a temporary basis, to the Executive Committee.

- (i) An attendance register shall be kept by the Secretary of the attendance of members of the Executive Committee at Committee meetings and such register shall be open to inspection by members at the Annual General Meeting or any other general meeting. Any member of the Executive Committee who fails to attend three consecutive meetings unless prevented from attending through illness or for such other exceptional reason acceptable to the Executive Committee shall cease to be a member of such Executive Committee and the seat on the Executive Committee shall be treated as a casual vacancy.
- (j) The Treasurer shall keep an account of moneys received and paid for on behalf of the Chamber and shall pay all accounts approved by the Executive Committee. The Treasurer shall present to the members at the Annual General Meeting a statement of accounts showing all financial transactions of the Chamber up to the 31st March each year. When appropriate in accordance with the decision of the Executive Committee or an approved resolution of the Chamber, or by law, the statements of account shall be audited by a registered auditor.
- (k) The Secretary shall keep a record of proceedings of the Chamber in a minute book to be kept for the purpose and shall also keep a correct roll of members. The membership may be delegated to another committee member should the Executive Committee so decide. The records of the Chamber shall be open on due notice for the inspection of members at reasonable hours.
- (l) Membership of the Executive Committee must cease if the committee member:
 - (i) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - (ii) Is directly or indirectly involved in any contract with the Chamber and fails to declare the nature of his or her interest in the proper way, which is outlined in clause 16.

6. Annual General Meeting

- (a) The Annual General Meeting shall be held no later than 30th April in every year. At such meetings the Executive Committee shall present a report of the matters with which they have dealt with during the previous year.

7. Ordinary General Meetings

- (a) At least three ordinary general meetings shall be held annually. The Executive Committee may convene general meetings of members to consider particular matters and upon requisition in writing of six or more members, the secretary shall convene such a meeting to be held within fourteen days of receipt of such a requisition.
- (b) An agenda of the business to be transacted at every general meeting shall be circulated to all members at least fourteen days in advance of the meetings. Resolutions and matters for discussion not on the agenda may be accepted for discussion and decision at the discretion of the Chairman of the meeting.

8. Quorum

- (a) A quorum of members at a general meeting shall be six
- (b) If a general meeting is called by the demand of Members, it must be dissolved if, within thirty minutes after the appointed starting time, a quorum is not present. If called in another way and no quorum is present, the meeting must be adjourned to another day, time and place as the Executive Committee may decide. If at the adjourned meeting a quorum is not present within thirty minutes after the appointed starting time, the members present, subject to a minimum of two persons, will be a quorum.

- (c) The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting, nor of the business to be done at it.
- (d) A quorum of Executive Committee members at a committee meeting shall be fifty percent of the members of the Executive Committee rounded up to the next whole number.

9. Votes

- (a) Every member of the Chamber shall have one vote, which may be exercised by a show of hands, but it shall be competent for the members before a vote is taken to require that it shall be taken by ballot.
- (b) When a ballot is taken, two persons shall be appointed by the meeting to act as scrutineers, who shall report the result in writing to the Chairman of the meeting who shall declare the result of the ballot to the meeting. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- (c) Special resolutions shall require a two thirds majority, and ordinary resolutions a fifty percent plus one majority by members present at a quorate meeting to become effective.
- (d) An honorary position does not have voting rights.

10. Chairman of Meetings

- (a) In the absence of the Chairman and failing him/her the Vice Chairman from any meeting, the members present shall elect a Chairman to preside for the purpose of that meeting.

11. Notices of Motion

- (a) Every full paid up member of the Chamber shall have the right to submit a notice of motion in writing to the Secretary which shall be placed on the agenda for the next meeting.

12. Alteration of Rules

- (a) No alteration shall be made in these Rules except by Special Resolution duly passed by two thirds of the members present and voting at a quorate general meeting of members called for the purpose. Fourteen days' notice in writing of any proposed alteration shall be given to all members with a copy of the proposed alteration.

13. Notices

- (a) A notice may be served by the Chamber upon any member either personally or by sending through the post in a prepaid letter addressed to such member at his registered place of address, or by electronic media. Members shall advise which medium shall be used for notices. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing same is posted, and providing such service, it shall be

sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the Post Office.

- (b) Notice sent by email will be deemed to have been served on the day sent.
- (c) Sometimes a person entitled to receive a notice of a meeting does not receive such a notice, because of accidental omission or whatever reason. This does not invalidate the proceedings of that meeting.

14. Honorariums & Expenses

- (a) The Chamber may grant to the Secretary and / or Treasurer, or such other member by an approved resolution of members at a quorate general meeting, an honorarium from time to time out of the funds of the Chamber in respect of services to the Chamber.
- (b) Members of the Executive Committee may be paid reasonable out of pocket expenses that they have properly incurred in connection with the business of the Chamber.
- (c) Members should annually agree to the nature of expenses that members of the Executive Committee might claim.
- (d) At general meetings, members shall authorise the expenses repaid to members of the Executive Committee, where total expenditure between meetings has exceeded £100 and where individual items of expenditure have incurred expenditure greater than £50.

15. Conflicts of Interest

- (a) Any member shall declare an interest in, and shall not speak or vote in respect of any matter in which (s)he has a personal or financial interest or any matter arising from it and shall withdraw from any meeting where any matter is discussed.
- (b) Declaration of interest is to be given at the first meeting at which a matter or contract is discussed, or at the first meeting after the member acquired or became aware of the interest.
- (c) In the event that the Chairman deems it appropriate for members to be aware of the information known to a member who has a conflict of interest, the meeting must be adjourned in accordance with rule 9c so that Member can speak, and then immediately reconvened.

16. Equal Opportunities

- (a) The Chamber shall provide equality of opportunity and oppose any form of discrimination on grounds of gender, race, ethnic origin, sexual preference, age, disability, religion or political persuasion.

17. Indemnity of Members

- (a) In the management of the affairs of the Chamber, no member shall be liable for any loss to the property of the Company arising by reason of investment made in good faith (so long as (s)he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other Member hereof in good faith (provided reasonable supervision shall have been exercised), although the employment of such an agent may not strictly be necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and

individual fraud, wrongdoing or wrongful omission on the part of the Member who is sought to be made liable.

- (b) Without prejudice to any indemnity to which a Member may otherwise be entitled, every Member of the Executive Committee shall be indemnified out of the assets of the Chamber against any loss and liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Chamber and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties in relation thereto.

18. Dissolution of the Chamber

- (a) The Executive Committee or a General Meeting may decide by seventy five percent majority of those voting at any time to dissolve the Chamber. The Chamber shall call a meeting of all members at which a resolution to wind up the Chamber shall be voted on.
- (b) If the Chamber is wound up or dissolved and there remains any properties after all debts and liabilities have been met, the property must not be distributed amongst the Members of the Chamber, instead it must be given or transferred to some other institution(s) in the City of Wells. The other institution(s) must have similar objects to those of the Chamber and must prohibit the distribution of its income and property amongst its members.

SPEAKING ORDERS

For the more orderly and convenient despatch of business at Meetings, the following Speaking Orders shall have effect:

- 1) At every meeting, the Minutes of the preceding meeting shall be confirmed and if approved shall be signed by the Chairman or acting Chairman, unless the meeting is a special meeting to consider and deal with a specific matter, and is not to be regarded as a formal Executive Committee meeting.
- 2) All communications received by the Officers requiring the consideration of the meeting shall be read immediately after the minutes are confirmed.
- 3) All matters arising out of the Minutes and reports of the Committee shall have precedence over other agenda items and other business of the meeting.
- 4) Only one agenda item shall be before the meeting at any one time and shall be voted on either yes or no, if applicable, before the next agenda item is discussed.
- 5) Members may speak more than once on the same motion or amendment (with permission of the Chairman) the mover of the motion, who shall have the right of reply.
- 6) Each member who so wishes shall raise his or her hand to speak, addressing the Chairman while another member is speaking, all others shall remain silent. If two or more members raise their hands together for the purpose of speaking, it shall rest with the Chairman to decide as to who shall speak first.
- 7) No member shall address any other member except through the Chairman.
- 8) All voting shall be by a show of hands, except where by resolution of the meeting has decided on a ballot, in which case Rule 10 shall apply.
- 9) Any member or firm who may be represented at any general meeting by more than one representative shall be allowed one vote only on any motion.

Constitution adopted by Wells Chamber of Commerce and Tourism October 2010

** Item 5 (d) amended at EGM changed from two years to three years at EGM of the Chamber, 4th December 2018. Carried unanimously in quorate meeting.