

Herstmonceux Business Association

Constitution

Adopted June 11, 2013

A. Name: The name of the Association is the Herstmonceux Business Association (hereinafter called the '*HBA*').

B. Administration: Subject to the matters set out below, the *HBA* and its property shall be administered and managed in accordance with the constitution by the members of the Executive Committee, constituted by clause H of this constitution ('the Executive Committee').

C. Objectives

The *HBA* is a non-profit-making organisation.

The *HBA's* objectives are to:

1. Act as a voice for and represent the views and opinions of the members of Herstmonceux Business Association and of local businesses within the parish of Herstmonceux, East Sussex and of the local area.
2. Ensure that the views of local businesses are taken into account when any agency - governmental, council or other - is reviewing policy, legislation or simply seeking the view of the wider business community.
3. Foster, promote and facilitate an environment in which local business can interact and work together in collaboration to mutual benefit.
4. Provide meetings and events that will provide continuing professional development and networking opportunities for members and others.

D. Powers

In furtherance of the above objectives but not otherwise, the Executive Committee may exercise the following powers:

1. Raise funds and invite and receive contributions, provided that, in raising funds, the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
2. Buy or take on lease or in exchange any property necessary for the achievement of the objectives and maintain and equip it for use.

3. Sell, lease or dispose of all or any part of the property of the *HBA*, subject to any consents required by law.
4. Borrow money and charge all or any part of the property of the *HBA* with repayment of the money so borrowed, subject to any consents required by law.
5. Employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
6. Co-operate with other organisations, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar purposes and to exchange information and advice with them.
7. Appoint and constitute such advisory committees as the Executive Committee may think fit.
8. Do all such other lawful things as are necessary for the achievement of the objectives.

E. Membership

1. Full membership of the *HBA* shall be open to any person over the age of 18 who is interested in furthering its objectives and who has paid the annual subscription laid down from time to time by the Executive Committee.
2. Every full member shall have one vote.
3. Anyone wishing to join must satisfy the necessary membership criteria as determined by the Executive Committee from time to time.

F. Termination of membership

The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or member organisation, provided that the individual or organisation concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

G. Honorary officers

At the Annual General Meeting of the *HBA*, the members shall elect from among themselves a chair, secretary and treasurer, who shall hold office from the conclusion of that meeting.

H. Executive Committee

1. The Executive Committee shall consist of no fewer than 3 members or more than 11 members, and shall comprise:
 - (a) the honorary officers specified in clause G
 - (b) no more than 8 additional members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
2. The Executive Committee may, in addition, appoint no more than 3 co-opted members. However, no co-opted members may be appointed if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause K and generally will take effect from the end of that meeting. However, if the appointment is to fill a place that has not then been vacated, the appointment shall run from date when the post becomes vacant.
3. All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting following the one at which they came into office, but they may be re-elected or re-appointed at that meeting or at a later one.
4. The proceedings of the Executive Committee will not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of clause I.

I. Determination of membership of Executive Committee

Members of the Executive Committee shall cease to hold office if they:

1. become incapable by reason or mental disorder, illness or injury of managing and administering their own affairs
2. are absent without the agreement of the Executive Committee from all their meetings held within a period of six months or from three meetings in a row and the Executive Committee then resolves that their office has been vacated
3. notify the Executive Committee that they wish to resign (but only if at least 3 members of the Executive Committee will remain in office when the resignation takes effect).

J. Executive Committee members not to have a financial interest

1. Subject to the provision of sub-clause 2 of this clause, no members of the Executive Committee shall acquire any interest in property belonging to the *HBA* (otherwise than as a trustee for the *HBA*) or receive remuneration or have a financial interest in any contract entered into by the Executive Committee.
2. Members of the Executive Committee who are solicitors, accountants or otherwise engaged in a profession may charge and be paid all the usual professional charges for business done by them or their firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the *HBA*. However, at no time shall a majority of the members of the Executive Committee benefit under this provision. In addition, members of the Executive Committee acting for the *HBA* in this capacity and being remunerated for it shall withdraw from any meeting at which their own instruction or remuneration, or that of their firm, is under discussion.

K. Meetings and proceedings of the Executive Committee

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee. They must give not less than four days' notice to the other members of the Executive Committee of the matters to be discussed. However, if the matters include the appointment of a co-opted member, then not less than 21 days' notice must be given.
2. The chair shall chair meetings of the Executive Committee. If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of that meeting before any other business is transacted.
3. There shall be a quorum when at least one third of members of the Executive Committee at that time or three members of the Executive Committee, whichever is greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present. If a vote ends in a tie, the chair of the meeting shall have a second or casting vote.
5. The Executive Committee will keep minutes of its meetings.
6. The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made that is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of 3 or more members of the Executive Committee to make any inquiry or

supervise or perform any function or duty that, in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee. The decisions and actions of these sub-committees shall be fully and promptly reported to the Executive Committee.

L. Receipts and expenditure

1. The funds of the *HBA*, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the *HBA* at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 members of the Executive Committee.
2. The funds belonging to the *HBA* shall be used only in the furtherance of the *HBA's* objectives.

M. Accounts -

The Executive Committee shall ensure that the *HBA*:

1. keeps proper accounting records.
2. prepares an annual statement of accounts for presentation to the members at the Annual General Meeting.

N. Annual report

The Executive Committee shall prepare an annual report for presentation to the members.

O. Annual General Meeting

1. There shall be an annual general meeting of the *HBA*.
2. Each Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of it to all the members of the *HBA*, who shall be entitled to attend and vote at the meeting.
3. The chair shall usually chair the Annual General Meeting. However, if he or she is not present, and before any other business is transacted, those members present shall appoint an alternative chair of the meeting.
4. The Executive Committee shall present to each Annual General Meeting the report and accounts of the *HBA* for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the *HBA* in writing and must be in the hands of the secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

P. Special General Meetings

The Executive Committee may call a Special General Meeting of the *HBA* at any time. If at least 10 members request such a meeting in writing, stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given, which must state the business to be discussed.

Q. Procedure at general meetings

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings at every general meeting of the *HBA*.
2. There shall be a quorum at a general meeting when at least one tenth of the members of the *HBA* at that time or 7 members, whichever is the greater, are present.

R. Notices

Any notice required to be served on any member of the *HBA* shall be in writing. It shall be given by the secretary to the member personally or sent through the post to the member's last known address. Any letter so sent shall be deemed to have been received within 10 days of posting.

S. Alterations to the constitution

1. Subject to the following provisions of this clause, the constitution may be altered by a resolution passed by not less than two thirds of the members 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.
2. No amendment may be made to clause A (the name of *HBA*), clause C (the objectives), clause J (Executive Committee members not to have a financial interest), clause T (dissolution) or this clause without first obtaining appropriate professional advice.

T. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the *HBA*, it shall call a meeting of all members of the *HBA*, giving not less than 21 days' notice (stating the terms of the resolution to be proposed). If the proposal is confirmed by a two-thirds majority of those voting, the Executive Committee shall have power to realise any assets held by or on behalf of the *HBA*. Any assets remaining after the satisfactory settling of any proper debts and liabilities shall be given or transferred to any charitable institution(s) having objectives similar to those of the *HBA* as the members of the *HBA* may determine or, failing that, shall be applied to some other charitable purpose.

