

COMMITTEE CONSTITUTION

DEFINITIONS

“Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being;

Annual General Meeting means the annual meeting of the Chamber Members with the time in between each meeting not to exceed 18 months.

“Board” means the Board of Directors of the Chamber;

“Chairman” means the Committee Member who is appointed Chairman of the Chamber;

“Chamber” means Bridgwater Chamber of Commerce;

“Committee” means any committee, sub-committee or working party as the case may be;

“Director” means a member of the Board;

“Majority Resolution” means a resolution of the Board passed by a majority of two-thirds of the members present and entitled to vote on the resolution;

“Member” means a member for the time being of the Chamber; and

“Resolution” means a resolution passed by a majority of the Board on a show of hands

“Vice-Chairman” means the Committee Member who is appointed Vice-Chairman of the Chamber.

MEMBERSHIP OF THE COMMITTEE

1. The number of Committee Members is unlimited.
2. Committee Membership shall be open to:
 - 2.1 individuals who are in business on their own account or authorised representatives of other organizations engaged or interested in commerce, industry, trade and transport;
 - 2.3 members of professions who have an interest in commerce, industry, trade and transport;
 - 2.4 any other individuals whom the Board may in its absolute discretion admit to membership
3. All applications for Committee Membership shall be made in writing in such form as the Board may in its absolute discretion from time to time prescribe.
4. The election of Committee Members shall be by Resolution of the Board which (save as hereinafter mentioned) may refuse any application without giving reasons.

5. A Committee Member may terminate membership of the committee by giving notice in writing of at least one month.
6. A Member shall cease to be a Member of the Committee:
 - 6.1 if adjudicated bankrupt;
 - 6.2 if suspending payment or compounding with creditors;
 - 6.3 if failing to pay the prescribed subscription within three months of the due date;
 - 6.4 he/she resigns his office by notice to the Board;
 - 6.5 he/she shall for more than three consecutive months have been absent without permission of the committee and the committee resolve that his office be vacated.
7. The Board may by Majority Resolution expel any Committee Member at any time provided that :
 - 7.1 not less than twenty-one days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Committee Member concerned; and
 - 7.2 the Committee Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence.
8. Any Committee Member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.
9. The interest and rights of a Committee Member are personal only and not transferable or transmissible on death or liquidation.

COMMITTEE MEETINGS

10. The Committee shall meet at least every month at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it.
11. With the consent of all the Members entitled to attend and vote at the meeting, a meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13. No business shall be transacted at a meeting unless a quorum is present. 50% of the committee plus one Member entitled to vote upon the business being transacted, each being a Member, shall be a quorum.
14. The Chairman or in his absence the Vice-Chairman or another member of the Board nominated by the Board shall preside as chairman of the meeting.
15. A resolution put to the vote of a committee meeting shall be decided by a show of hands.
16. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote that they may have.
17. No Member shall vote at any meeting unless all moneys presently payable by him to the Chamber in respect of subscriptions have been paid.
18. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

MANAGEMENT OF THE COMMITTEE

19. The Committee shall elect a Chairman and Vice-Chairman from the Committee Members.
20. Subject to Clause 6, the Chairman and Vice-Chairman shall retire from office one year from the anniversary of their appointment.
21. At the annual Committee meeting held before the Annual General Meeting the Chairman and Vice-Chairman may offer themselves for re-election by the Committee for a further year. The Chairman may not serve a continuous term of more than 3 years after which said person must retire from office but may remain a Committee Member. On the retirement of the Chairman, whether on the anniversary of three years or during their term, the serving Vice-Chairman shall on the majority vote of the Committee become the new Chairman and the Committee will elect a new Vice-Chairman. If the Vice-Chairman is not elected as Chairman then a fresh vote shall be held as soon as reasonably practicable to elect a Chairman.

MEMBERS' INTERESTS

22. Subject to the provisions of the Act and provided that he has disclosed to the other Members the nature and extent of any material interest of his, a Member notwithstanding:
 - 22.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

- 22.2 may be employed by or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- 22.3 shall not be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
23. A Member shall not vote at a meeting on any resolution concerning a meeting in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.
24. A Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
25. If a question arises at a meeting as to the right of a Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

MINUTES AND NOTICES

26. The Board shall cause minutes to be made in books kept for all proceedings at Committee Meetings. All minutes shall be open to inspection by Members.
27. The Chamber may give any written notice to a Member either personally, by post in a prepaid envelope addressed to the intended recipient at his registered address, by electronic mail to the intended recipient's address.