



1. NAME

The name of the association is "Taunton Chamber of Commerce" (referred to as "The Chamber" in this document).

2. OBJECTS

The objects for which The Chamber is established are:

- a. the advancement and promotion of commerce, industry and trade generally within the Borough of Taunton Deane and its surrounding area particularly in relation to the interests of the members of The Chamber;
- b. the collection and collation of technical information relating commerce, industry and trade generally for the benefit of members, directly or indirectly;
- c. the publication and distribution of circulars, bulletins, journals and other such papers as shall be necessary to inform members of relevant technical information, activities or other matters likely to be of interest or concern;
- d. the creation and promotion of goodwill, friendship and unity amongst the members and other traders within the Borough of Taunton Deane and its surrounding area by the arrangement of meetings, discussions, lectures debates, conferences and other functions whether of a business or social nature;
- e. the promotion of the principles of fair trading and discouragement of all forms of unfair competition but The Chamber shall not support, financially or otherwise, nor endeavour to procure observance by its members or others of any restriction or regulation which could make it liable to be regarded as a Trade Union;
- f. the representation of the interests of the members as a whole, or in part, by any means considered appropriate to particular circumstances;
- g. to raise loans or otherwise borrow money for the purposes of The Chamber upon such terms and upon such security as may be determined;
- h. to purchase, take on lease, hire or otherwise acquire any real or personal property or any rights or privileges and to sell, improve, manage, develop, lease, mortgage or otherwise dispose of all or any part of the property of The Chamber which it may think necessary or convenient for the attainment of its objects;
- i. to subscribe to and support by way of affiliation or otherwise organizations having objects similar to or allied with those of The Chamber and also such local charitable institutions as may be deemed worthy of support in the furtherance of the objects of The Chamber;
- j. to undertake all such other activities as are incidental to or conducive of the attainment of the objects of The Chamber.



3. MEMBERSHIP

Membership shall be open to all individual persons, partnerships, companies and others interested in or actively engaged in business within the Borough of Taunton Deane and its surrounding area upon application, and payment of the appropriate annual membership subscription, subject to the following:

- a. the Committee shall have power to refuse membership without giving any reason, and to terminate the membership of any member whose conduct or actions are regarded by a majority of the Committee as undesirable and likely to bring discredit to The Chamber;
- b. a member may resign from The Chamber by giving written notice of such intention to the Executive Officer within thirty days after his or her subscription renewal date;
- c. any member whose annual subscription is in arrear shall not vote at any meeting of The Chamber, and if more than three months in arrear is automatically disqualified from membership;
- d. the Committee may nominate, for approval at a General Meeting, as an Honorary Member, who shall be entitled to all benefits and privileges of members, any person whose membership it considers to be beneficial to The Chamber;
- e. the membership directorate shall maintain a register of all members of The Chamber and in the event of any member changing his/her business address he/she shall notify either the membership directorate or the Executive Officer of the new address within thirty days of the change.

The Committee may offer limited membership of The Chamber, by way of affiliation, to the members of any organisation having objects similar to or conducive with those of The Chamber upon such terms as it may deem appropriate in individual cases.

4. OFFICERS

The officers of the Chamber shall be the President, Vice-President, Junior Vice-President and Honorary Treasurer all of whom are to be elected at the Annual General Meeting (having been duly proposed and seconded and having personally signified a willingness to stand for election). In addition, the Committee may appoint annually (and may at any time remove) an Executive Officer and any other executive officer which it deems necessary to fill a particular function upon such terms as it may think fit. Any casual vacancy among the officers, however occurring, may be filled by the Committee either from one of its number, or by some other member of The Chamber, until the next Annual General Meeting.

5. EXECUTIVE COMMITTEE

The Executive Committee (referred to as "The Committee" in this document) shall consist of the Officers, and members of The Chamber elected at the Annual General Meeting as follows:

- a. there shall be twelve elected members (in addition to the Officers) or such other larger or smaller number as the members in General Meeting may decide, of whom the one third, or the number nearest to one third, who have been longest in office must retire annually but who may seek re-election;
- b. in the event of there being an increase or decrease in the number of elected members the Committee shall determine the method by which the retirement of members by rotation is to be implemented;



- c. the Committee is responsible for the management of the Chamber' s affairs and must meet at least ten times in each year to deal with its business;
- d. the Committee shall have the power to appoint any sub-committee(s) which may co-opt any person, whether a member of The Chamber or not, to deal with and report to the Committee on specific matters in respect of which the subcommittee(s) shall have no executive authority;
- e. the Committee is empowered to appoint a member to fill any casual vacancy arising on the Committee until the next Annual General Meeting at which he shall retire but is eligible for re-election.
- f. the Committee may designate up to two of its elected members and up to two co-opted members as representatives of other organisations affiliated under Clause 3 hereof

Members of the Committee are not to be delegates of their firms but representatives of the membership as a whole.

6. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

The Committee will regulate its own proceedings as it sees fit with the President, or in his absence and in order of precedence the Vice-President, the Junior Vice-President or some other member of the Committee decided by it, as the chairman of any meeting. Its proceedings will be conducted as follows:

- a. at least fourteen days notice of the meetings of the Committee or of any sub-committee shall be given to its members but at least two members of the Committee may require the Executive Officer to summon an extraordinary meeting of the Committee either in accordance therewith or, in the case of an emergency, at shorter notice;
- b. the quorum necessary for the conduct of business by the Committee shall be five members of the Committee
- c. propositions and questions arising at any meeting shall be decided by a majority of those present, either by a show of hands or as otherwise decided by it, each member having one vote but in the event of an equality of votes the chairman of the meeting shall have a second or casting vote;
- d. a record of the attendance at and proceedings of all meetings shall be maintained and be available for the inspection of members on due notice and at reasonable hours and the Committee may appoint, upon such terms as it may think, fit a Minutes Secretary who is not a member of it and who takes no part in the proceedings other to record the minutes of the meetings;

7. TREASURER AND ACCOUNTS

The funds of The Chamber shall be administered by the Honorary Treasurer in accordance with the decisions of the Committee. He/she is responsible for maintaining proper books of account in which he/she must record details of all monies received and paid by him/her as approved by the Committee.

The Honorary Treasurer is responsible for the preparation of the accounts of The Chamber made up to 31st December in each year, or to such other date as the Committee may determine, and for the presentation of those independently examined accounts to the Annual General Meeting. The funds of The Chamber may be invested at the discretion of the Committee but within the definition of "narrower-range investments" in the Trustee Investment Act 1961.



8. SUBSCRIPTIONS

Every member, whether a full member (not being an Honorary Member) or an affiliated member shall pay an annual subscription which shall be fixed by the Committee not later than the end of November in each year for the ensuing calendar year. Subscriptions become due and payable in each year on the first day of the month in which the member joined or became affiliated to The Chamber.

9. GENERAL MEETINGS

The Annual General Meeting of The Chamber is to be held in April of each year at a date, place and time to be fixed by the Committee for the following purposes:

- i. to receive and consider the report of the President on all aspects of The Chamber' s activities during the past year;
- ii. to receive and adopt the Honorary Treasurer' s Report and Accounts for the preceding financial year;
- iii. to elect the President, Vice-President, Junior Vice-President and Honorary Treasurer for the ensuing year;
- iv. to elect members to the Committee;
- v. to appoint an independent examiner to examine the accounts for the ensuing year;
- vi. to consider any other business of which notice must be given to the Executive Officer not less than seven days before the meeting specifying its nature and the names of the proposer and seconder.

An Extraordinary General Meeting may be called at any time at the discretion of the Committee. Such a meeting must also be convened by the Committee on a requisition, sent to the Executive Officer, signed by not less than thirty members, whose subscription is not in arrear, which must specify particulars of the business to be considered. No business other than that specified in the requisition or otherwise notified to the Executive Officer not less than seven days before the meeting will be considered.

10. PROCEEDINGS AT GENERAL MEETINGS

At least fourteen days notice must be given by the Executive Officer on behalf of the Committee to every member of any Extraordinary or Annual General Meeting specifying the nature of the business to be transacted, subject to the notification of any additional business to be brought before a General Meeting not less than seven days or in the case of an amendment two days prior to the meeting. The business of the meeting shall be conducted as follows:

- a. resolutions shall be proposed and seconded and decided by a show of hands of those present unless any three members present request that the vote shall be taken by ballot;
- b. in the event of a ballot being required the chairman shall appoint two persons as scrutineers who shall count the votes and report the result in writing to the chairman who shall declare that result to the meeting;



- c. each member present in person shall have one vote and in the event of an equality of votes the chairman shall have a second or casting vote;
- d. the President, or in his absence and in order of precedence the Vice-President, the Junior Vice-President or some other member of the Committee decided by the meeting, is the chairman of any meeting;
- e. no amendment, other than a motion for adjournment, may be moved to any resolution proposed unless notice thereof has been sent to the Executive Officer not less than two days before the meeting.

11. ARBITRATION

Any member of The Chamber may by notice in writing to the Executive Officer request the Committee by itself or by the appointment of a single arbitrator or two arbitrators and an umpire to undertake the settlement of a dispute between members of The Chamber arising out of a commercial transaction. Any such reference to arbitration shall be conducted under such rules of procedure as the Committee may decide to secure a settlement of the dispute.

12. INTERPRETATION OF CONSTITUTION

The Committee is to be the sole authority for the interpretation of the Constitution of The Chamber operative from time to time and its decision upon any question of such or upon any matter affecting The Chamber not otherwise provided for by the rules shall be final and binding on members.

13. AMENDMENT OF CONSTITUTION

This Constitution may only be amended or revised in any way by resolution of the members in General Meeting of which proper notice has been given provided that it is carried by a majority of at least two thirds of those members present at the meeting.

14. DISSOLUTION OF THE CHAMBER

Any resolution for the dissolution of The Chamber passed by a majority of the members present at an Annual General Meeting must be ratified by a resolution passed by not less than two thirds of the members present at an Extraordinary General Meeting called for the purpose not less than six nor more than ten weeks thereafter and at which not less than half of the then present members attend.

15. DISTRIBUTION OF CONSTITUTION

A copy of this Constitution must be supplied to every member at the commencement of his membership or upon request by any member.