

1. NAME

- 1.1 The name of the association shall be the "HARROGATE DISTRICT CHAMBER OF COMMERCE", hereinafter referred to as "the Chamber".

2. OBJECTIVES

- 2.1 The objectives for which the Chamber is established are:
- 2.1.1 To enable the association of traders, merchants, professional people and others in business in the town and district of Harrogate to consider, promote and do all such lawful things, plans and schemes as may be calculated to further improve and secure the prosperity of the members of the Chamber and to promote the interests of the town and neighbourhood in general;
- 2.1.2 to create and foster of a spirit of goodwill, friendship and unity amongst the members of the Chamber and by meetings, discussions and other functions, to provide facilities for the exchange of views and networking between members and to promote Harrogate business;
- 2.1.3 to improve communications between members of the Chamber and the Borough and County Councils through meetings with Councillors and Officers and through circulation of newsletters;
- 2.1.4 to collect and circulate such information regarding trade and commerce and such other information as will assist the objects of the Chamber and to publish such documents and bulletins as may be necessary for that purpose;
- 2.1.5 to support the principles of fair-trading and to discourage forms of unfair trading; and
- 2.1.6 to subscribe to and support from the funds of the Chamber such objectives as from time to time may be determined by the Committee, provided that the Chamber shall not support (with its funds or otherwise) or endeavour to procure the observance by its members of any policy or regulation that, if an object of the Chamber, would make it a trade union or a political party. The Chamber is hereby declared to be non-political and non-sectarian.

3. AFFILIATION

- 3.1 The Chamber may affiliate to any appropriate regional or national Chamber of Trade and/or Commerce and may become a component of any appropriate Area Council of that Chamber, **provided that** a resolution in favour of such is carried at an AGM of the Chamber by two-thirds majority of those present and voting.

4. MEMBERSHIP

- 4.1 Membership of the Chamber shall be open to sole traders, individual proprietors, partnerships, limited partnerships, limited companies and unincorporated bodies engaged or interested in any business or related activities in the district of Harrogate, subject to the approval of the Chamber Executive.
- 4.2 Membership of the Chamber is not transferable. Membership shall belong to the business and not to the individual owner, partner, director, manager or employee who currently represents that business in its relationship with the Chamber.
- 4.3 Applications for Membership shall be considered by the Chamber Executive without reference to the existing membership.
- 4.4 The Chamber Executive shall have power to refuse an application for membership without assigning a reason, but the applicant shall have a right of appeal against their exclusion before a meeting of the Committee.
- 4.5 Any member who shall do any act, omission or conduct, calculated to injure or discredit the Chamber may be expelled from the Chamber by resolution of the Committee, but shall have a right of appeal against their expulsion before a meeting of the Committee.

5. SUBSCRIPTIONS

- 5.1 On joining the Chamber every member shall pay a joining fee, set by the Committee, together with a subscription based on the specified numbers of its personnel within the Harrogate area (the term "personnel" in this context includes proprietors, directors, partners, associates and full-time equivalent employees).

- 5.2 For New Members their membership will commence from the date they join.
- 5.3 The subscription is to be set by the committee. All subscriptions are subject to change, and members will be informed of any change in subscription at least 30 days before this takes effect.
- 5.4 Subscriptions shall be due on the member's renewal date. The Committee of the Chamber may in its absolute discretion make such reduction to the subscription as it may think fit.
- 5.5 Membership is automatically cancelled if the Member's subscription remains unpaid after 30 days from the renewal date, whereupon the Member is no longer entitled to vote at a meeting.
- 5.6 There will be three categories of membership, all at the invitation of the Committee:
 - 5.6.1 Ordinary membership
 - 5.6.2 Honorary membership
 - 5.6.3 Retired membership for persons retiring from a business that is a member of the Chamber.

6. EXECUTIVE OFFICERS

- 6.1 The executive officers of the Chamber and their terms of office shall be as follows:
 - 6.1.1 President - 2 years
 - 6.1.2 Chief Executive – term of office determined by the Committee
 - 6.1.3 Vice-Presidents (up to four) - 2 years
 - 6.1.4 Honorary Secretary (the "Secretary") - 2 years (normally alternate years with the Treasurer)
 - 6.1.5 Honorary Treasurer (the "Treasurer") - 2 years (normally alternate years with the Secretary)
- 6.2 The executive officers (other than the Chief Executive) shall be elected at the appropriate AGM and shall be eligible for re-election. This group of executive officers shall be called the "Chamber Executive" and shall have authority to act when necessary on behalf of the Committee in between meetings of the Committee.
- 6.3 The Chief Executive shall be appointed by the Committee upon such terms and conditions as shall be agreed by the Committee. The Chief Executive may also act as the Secretary.
- 6.4 In the event of a vacancy occurring within the Officers during any year it may be filled by appointment of a Committee member to be confirmed or otherwise at the next AGM.
- 6.5 The President for any term shall be elected from amongst the currently serving Vice-Presidents, any of whom may stand for election as President. The Secretary must give written notice to the current serving Vice-Presidents, no later than 40 days before the date of any AGM, that they may nominate themselves for election as President, which they may do by giving written notice of such nomination to the Secretary not more than 7 days after the date of the Secretary's notice. If no currently serving Vice-Presidents nominate themselves for the role of President within such period of 7 days, the Secretary shall immediately notify all other currently serving members of the Committee that they may nominate themselves for election as President, which they may do by giving written notice of such nomination to the Secretary not more than 7 days after the date of the Secretary's notice.
- 6.6 Following receipt of nominations for the role of President, the [Chamber Executive/Committee] shall meet and vote to resolve which of the nominees shall receive the support and recommendation of the [Chamber Executive/Committee] at the AGM at which the election of the President will take place. In the event of an equality of votes as to such recommendation, the Chief Executive shall have a casting vote. The Secretary shall notify members of the Chamber of the recommendation of the [Chamber Executive/Committee] as to the identity of the next President no less than 21 days before the date of the AGM at which the election of such President will take place.

7. COMMITTEE

- 7.1 There shall be a management committee with full power to act on behalf of the Chamber ("the Committee"). The Committee shall be elected annually at the AGM and shall consist of the executive officers referred to in Rule 6 together with a maximum of ten ordinary Committee members who shall serve for two years and retire by rotation but be eligible for re-election.

- 7.2 The Committee shall have authority to appoint such sub-Committees or Groups as it may require, but no one business may have more than one representative on any Committee.
- 7.3 Decisions in Committee taken by vote shall be determined by a simple majority. In the event of equality of voting, the Chair shall have a casting vote.
- 7.4 Any member of the Committee who fails to attend three consecutive Committee Meetings without tendering a prior apology shall be deemed to have resigned from the Committee. Their seat on the Committee shall be filled at the AGM.
- 7.5 In the event of a vacancy occurring, the Committee may co-opt a member onto the Committee until the next AGM takes place. Such co-opted member shall be entitled to vote until the next AGM as if they were a duly elected member.
- 7.6 No one may be co-opted to the Committee if their membership would raise the percentage of co-opted members beyond one third of the total membership of The Committee.
- 7.7 The Committee shall have the authority to appoint a Chief Executive, Honorary Legal Adviser, Honorary Auditor and Chamber Administrator. The Committee may commission such research, surveys or other work they deem necessary for the adequate representation of members' interests and to pay all honoraria and/or fees and expenses in connection with such work.
- 7.8 Where the member of the Chamber is a Partnership, Limited Partnership or Limited Company, it may propose a representative for membership of the Committee. That representative shall exercise the vote of the Organisation that he represents. For the avoidance of doubt the elected representative is the member of the Committee for voting purposes and while they are such a member no other representative of the Organisation may exercise the vote of the Organisation in Committee.
- 7.9 The Secretary shall keep an up to date record of the members of the Chamber, together with a record of the meetings of the Chamber and the Committee/s and shall carry out such other business as may reasonably be assigned to them.
- 7.10 The Treasurer shall keep an account of all monies received or disbursed on behalf of the Chamber and shall check that all invoices for payment are approved by the President and/or Chief Executive/Secretary on behalf of the Committee. Cheques shall be signed by the Treasurer or Secretary or such other arrangements as the Committee shall from time to time approve.
- 7.11 The Treasurer shall render a quarterly report to the Committee and also see that annual accounts are prepared, independently checked and submitted to the AGM of the Chamber.

8. MEETINGS OF THE CHAMBER

- 8.1 Ordinary members' meetings of the Chamber shall normally be held each month, as may be determined by the Committee, and all members shall receive notice at least seven days prior to the day of the Meetings. These meetings are designed for all members or their representatives to attend and air their views on matters of general interest and, from time to time, to hear presentations from guest speakers. Every paid-up member of the Chamber shall have a right to send any number of representatives to ordinary meetings of the Chamber and to submit matters for discussion.
- 8.2 Committee meetings shall be held at least four times a year.
- 8.3 The annual general meeting of the Chamber ("AGM") shall be held each year within two months of the end of the Chamber's financial year. At least 21 days' notice of the meeting shall be given in writing to all members. The business of the AGM shall include the election of Officers and Committee members as appropriate, together with the reports from the President, Hon Secretary, Hon Treasurer and any other business relevant to the AGM. Notice of any proposed amendment to the Rules or Constitution of the Chamber, or any special resolutions, duly proposed and seconded by members, must be submitted to the Secretary at least fourteen days prior to the date of the AGM.

- 8.4 An extraordinary general meetings of the Chamber (“EGM”) shall be convened by the Secretary at the written request of ten members of the Chamber whose subscription is paid to date, or at the request of the Committee, to discuss the special business that is the subject of the request, and NO OTHER business may be discussed or transacted at such meeting. All members of the Chamber shall be given 21 days’ notice of an EGM, together with details of the date, time and place and nature of the special business of the EGM.
- 8.5 The Quorum for meetings of the Chamber shall be as follows:
- 8.5.1 AGMs - 12 members.
- 8.5.2 EGMs - 10 members.
- 8.5.3 Committee meetings - 4 elected members of the Committee.
- 8.6 At all meetings of the Chamber, or of the Committee, the chair shall be taken by the President, or in their absence, by a Vice-President, or in the absence of all the Vice-Presidents, by a person elected by the majority of the persons present and voting. In the event of equality of voting at any meeting of the Chamber the Chair of the meeting will have an additional casting vote.
- 9. ELECTION PROCEDURE FOR EXECUTIVE OFFICERS AND COMMITTEE**
- 9.1 The Secretary shall notify all members of the timetable and procedure for the election of the executive officers and other members of the Committee at least 4 months in advance of the date of the AGM.
- 9.2 Nominations must be submitted to the Secretary by post or e-mail at least 3 months in advance of the date of the AGM (save for the role of President, which requirements are set out in Rule 6). The Secretary may accept late nominations if the Secretary is satisfied that there are extenuating circumstances.
- 9.3 Candidates for nomination as executive officers and other members of the Committee must have at least one full year's membership of the Chamber prior to the year of election. Self-nominations are acceptable.
- 9.4 The Committee may review all valid nominations received and recommend to the AGM those that provide the broadest representation of the different types of business active in the Chamber.
- 9.5 The AGM shall vote to accept or reject each of the candidates recommended by the Committee. A simple majority shall determine the election for each position.
- 10. COMMUNICATIONS TO MEMBERS**
- 10.1 The Secretary may use either postal or electronic means for sending any official communications to members required under this Constitution.
- 11. CLOSURE OF THE CHAMBER**
- 11.1 No motion concerning the closure of the Chamber shall be discussed except at an EGM convened for that purpose by the Committee and of which at least 21 days' notice has been given in writing to all members of the Chamber. In the event of a resolution being passed to close the Chamber, any funds being held by the Chamber, including the chain of office, shall be put in the hands of three trustees appointed at the EGM for that purpose and the funds shall be lodged and held in trust for the benefit of any future chamber of trade and commerce which may be formed in Harrogate.
- 12. ALTERATION TO THE CONSTITUTION AND RULES**
- 12.1 No alteration shall be made to this Constitution and Rules except by a resolution at an AGM, proposed by the Committee, for which at least 21 days notice of the resolution shall have been given, and carried by a two-thirds majority of those present and voting.

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