

## CONSTITUTION FOR ORFORD BUSINESS ASSOCIATION (OBA)

### 1 NAME

The name of the Association is the Orford Business Association (OBA)

### 2 OBJECTS

The Objects of OBA are

i To promote and support measures calculated to benefit the business interests of the business community in Orford and the surrounding area and by combination to secure advantages which cannot be obtained by individuals.

ii To support (whether financially or otherwise) charitable and other activities calculated to improve the relationship between its members and the general public.

iii To promote and provide facilities and opportunities for social activities for its members so as to foster a spirit of good fellowship amongst them.

### 3 MEMBERS

3.1 Every business having a place of business in any of the parishes of Orford, Butley, Chillesford, Gedgrave, Iken, Sudbourne and Tunstall Suffolk shall be eligible for membership of the Association and other local businesses by invitation. (*See attached map for details*)

3.2 Any such business wishing to become a member of the Association must lodge with the Secretary of the Association a written application giving the full name address and telephone number of the business and the name of the proprietor partner director or senior employer of the business who is to act as the contact for that business.

3.3 Every business applying for membership shall become a Member if elected as such by the Committee who shall consider every membership application at its next committee meeting.

3.4 The Secretary shall keep a register of Members and enter in it the names and addresses of all businesses that become members and their contacts.

3.5 A member shall cease to be a member

i If written notice of resignation is received by the Secretary

ii If the member fails to pay any subscription within one month after the due date of payment.

iii If the member having committed some act or been guilty of behaviour inconsistent with membership of the Association, the Committee resolves by a majority of three quarters to remove the Member from membership.

### 4 SUBSCRIPTIONS

4.1 The annual subscription of the association shall be £35, or the amount set at the last AGM and shall be payable in advance on 1<sup>st</sup> June in each year for the then current calendar year,

4.2 The annual general meeting of the association shall have power to vary the subscription by ordinary resolution and any variation shall be due immediately after the AGM.

4.3 A business elected to be a Member after the Annual General Meeting shall pay the proportionate current year's subscription based on the whole or part months remaining in the year at that monthly rate.

## 5 OFFICERS

5.1 The honorary officers of the Association shall be a Chair, Vice-chair, a Treasurer and a Secretary and the majority of the officers must be Members of the Association.

5.2 Any officer may retire by giving one week's prior notice in writing to the Secretary (or in the event of the Secretary wishing to retire then by the same notice to the Chair.

5.3 All officers shall retire at the end of each annual general meeting but shall be eligible for re-election at that meeting unless, in the case of the Chair, he or she has then held the office of Chair for two consecutive years.

## 6. THE COMMITTEE

6.1 The Committee shall consist of the Officers and those members designated tasks in the Association.

6.2 Any member of the Committee may retire by giving one week's prior written notice to the Secretary and all shall retire at the end of each annual general meeting but shall be eligible for re-election at that meeting.

6.3 Any casual vacancy on the Committee or of any office arising between annual general meetings may be filled by the Committee who may also co-opt additional Committee members at any time if for any reason the total membership of the Committee is less than the maximum permitted above.

6.4 Any person who fails to attend three consecutive meetings of the Committee without giving a reason acceptable to the Committee shall cease automatically to be a member of the committee.

6.5 The Committee shall manage all the affairs of the Association and shall have full power to do everything necessary for that purpose

6.6 The quorum of the Committee shall be three officers.

6.7 Committee meetings shall be held not less than twice a year. Members shall, unless they are notified at least seven days beforehand, be entitled, and are welcome to, attend all committee meetings.

6.8 Not less than seven days written or oral notice shall be given to Committee members of every meeting but in an emergency at the discretion of the Chair and Secretary additional meetings may be called on not less than 48 hours notice.

6.9 Decisions at meetings of the Committee shall be made by a simple majority and in the event of equality of voting the Chair (or acting Chair of that meeting) shall have the casting vote.

## 7 ANNUAL GENERAL MEETING

7.1 An annual general meeting shall be held once in every year on a date to be agreed which can be the same as date as a committee meeting.

7.2 The business of the annual general meeting shall be

i To receive the Chairman's report of the activities of the association during the preceding year

ii To receive and consider the accounts of the Association for the preceding year and the Treasurers report on the financial position of the Association.

iii To elect officers and other members of the Committee

iv To fix the subscription for the current year

## 8 EXTRAORDINARY GENERAL MEETINGS

8.1 An extraordinary general meeting may be convened at any time upon either a resolution of the Committee or a requisition setting out the resolution or resolutions to be proposed at it. The requisition must be signed by whichever is the lesser of 30 members and one tenth of the members and served on the Secretary by personal delivery or recorded delivery post. If the Secretary does not give notice of the meeting pursuant to the requisition on or before then before the expiry of 14 days from service of the requisition then one or more of them on behalf of the others may give notice of the meeting.

8.2 The business which may be conducted at an extraordinary general meeting may be any one or more of the following

i Removing all or any of the officers or other members of the Committee and filling the vacancies caused by such removal.

ii Altering these rules

iii Dissolving the Association

## 9 PROCEEDING AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

9.1 Not less than 21 days prior notice in writing setting out the resolutions to be proposed at the meeting shall be sent to every Member at the address given for the Member in the register held by the Secretary.

9.2 Resolutions at annual general meetings shall be passed by a simple majority of the votes entitled to be cast by the Members present at the meeting

9.3 Resolutions at extraordinary general meetings shall be passed by a majority of three quarters of the votes entitled to be cast by the Members present at the meeting.

9.4 Each member shall have one vote on every resolution

9.5 In the event of equality of voting at an annual general meeting the Chairman (or acting chairman at that meeting) shall have a second or casting vote on any resolution proposed at an extraordinary general meeting.

9.6 Nominations for persons for election to any office must be made in writing to the Secretary in writing before the meeting at which elections for that office are intended to be proposed.

## 10 ACCOUNTS AND INCOME

10.1 The financial year of the Association shall end on 31<sup>st</sup> December in every year to which the Accounts shall be balanced and drawn up.

10.2 Copies of the Accounts shall be sent to every Member with the notice convening the annual general meeting.

10.3 All monies received by the Association shall be paid into an account in the name Association at Bankers appointed by the Committee and cheques and other instruments drawn on and directions to the Bankers shall be signed by the Treasurer.

10.4 No action involving expenditure in the name or on behalf of the Association shall be taken and no undertakings which would commit the Association to expenditure or other liability shall be made without the prior authority of a resolution of the committee.

## 11 INDEMNITY

The officers and the members of the committee shall not be liable (otherwise as members) for any loss suffered by the Association as a result of the discharge of their respective duties on its behalf except such loss as arises from their respective default and they shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities incurred by them in the discharge of their respective duties.

## 12 DISSOLUTION

12.1 The Association may be dissolved

- i By a resolution passed under rule 8.2
- ii By a resolution of the Committee if the number of members is less than twenty for a period of at least six months.

12.2 The dissolution shall take effect from the day when the resolution is passed and the Committee shall be responsible for the winding up of the assets and liabilities of the Association.

12.3 If any property remains after the discharge of all debts and liabilities of the Association it shall be distributed for such charitable purposes as the Committee shall decide.

## 13 GENERALLY

13.1 The proprietor partner director of senior employee of a Member registered with the Secretary as the contact for that Member shall be the only person eligible to serve as an Officer or as a Committee member and able to cast votes for that member at general meetings.

13.2 A member may at any time and by giving written notice to the Secretary change the identity of the contact for that Member. Such notice must give the name of the proprietor director or senior employee to act as the new contact.

Chairman

26/05/11

Vice Chairman

26/05/11