

## SALTFORD BUSINESS NETWORK CONSTITUTION

### 1) NAME

The name of the organization shall be Saltford Business Network (referred to as the "Network" in this document).

### 2) OBJECTIVES

The objectives for which the Network is established are:

- a) to encourage local people and companies to use Saltford based businesses
- b) to produce and maintain a web-based directory of local businesses
- c) to ensure that the views of Saltford businesses are represented when plans are made and decisions taken
- d) to provide networking opportunities and mutual support for members
- e) to highlight local employment opportunities
- f) to promote quality standards among local businesses
- g) to undertake all such other activities as are incidental to or conducive of the attainment of the objectives of the Network

### 3) MEMBERSHIP

- a) **Ordinary Membership.** Ordinary Membership shall be open to:
  - i) All individual business persons, partnerships and companies based in Saltford
  - ii) All individual business persons, partnerships and companies actively engaged in business within Saltford and its immediate surrounding area
  - iii) All individual business persons who reside in Saltford upon written or electronic application, and payment of the appropriate annual membership subscription, subject to the following:
    - (1) the Executive 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 Network;
    - (2) a member may resign from the Network by giving written or electronic notice of such intention to the committee at any time.
    - (3) any member whose annual subscription is in arrears for more than three calendar months shall be deemed to have resigned membership.
    - (4) the Executive Committee shall maintain a register of all members of the Network and in the event of any member changing his/her business address, he/she shall notify the committee of the new address within thirty days of the change.
    - (5) Any member who retires while still an ordinary member may continue membership subject to a reduced subscription fee of no more than half the ordinary membership subscription in any subsequent year.
- b) **Supporting Membership.** A supporting member may attend all SBN functions but have no voting rights nor exercise any management function. The annual subscription fee for a supporter of SBN will be half that of an ordinary member.

- c) **Honorary Life Membership.** Individuals, normally members or former members, who have provided exceptional and extraordinary service to the business community in Saltford, or to the Saltford Business Network, may be proposed as Honorary Life Members by the Executive Committee. Such proposals shall be ratified by simple majority of the paid-up members present at the Annual General Meeting. An Honorary Life Member may attend all SBN functions but shall have no voting rights nor exercise any management function. There will be no annual subscription fee for an Honorary Life Member.”

#### **4) VOTING RIGHTS**

Voting rights pertain to each business. Each business with ordinary members has only ONE vote.

#### **5) EXECUTIVE OFFICERS**

The officers of the Network shall be the Chair, Secretary and Treasurer, all of whom are elected at the Annual General Meeting (having been duly proposed and seconded and having personally signified a willingness to stand for election).

#### **6) EXECUTIVE COMMITTEE**

- a) The committee will comprise the three executive officers and up to three other members (having been duly proposed and seconded and having personally signified a willingness to stand for election).
- b) In addition, the Committee may co-opt (and may at any time remove) an individual who it deems necessary to fill a particular function upon such terms as it may think fit.
- c) The Committee is responsible for the management of the Network. A quorum is three or more members of the Committee.
- d) the Committee shall have the power to appoint any sub-committee(s) which may co-opt any person, whether a member of the Network or not, to deal with and report to the Committee on specific matters in respect of which the sub-committee(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/she shall retire but be eligible for re-election.
- f) The Committee will meet at least quarterly.
- g) Motions arising at any Committee meeting shall be decided by a majority of those present, either by a show of hands, or as otherwise decided by it, but in the event of an equality of votes the chair of the meeting shall have a second and casting vote.
- h) The agenda and minutes of all executive committee meetings will be recorded and made available to ordinary members upon request. The Executive Committee may appoint, upon such terms as it may think fit, a Minutes Secretary.

#### **7) OPEN MEETINGS OF THE MEMBERSHIP**

- a) at least fourteen days notice of any such meeting shall be given to the members.

- b) there will be at least two open meetings a year of which one must be the AGM
- c) the quorum necessary for the conduct of any business at an open meeting shall be six members.
- d) The Chair of any open meeting will be the Chair of the Executive Committee. In the case of absence, another member of the Executive Committee may act as Chair of the open meeting.
- e) 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 business** represented having **one vote** but in the event of an equality of votes the chair of the meeting shall have a second and casting vote;
- f) a record of the attendance at and proceedings of all meetings shall be maintained and be available for the inspection of members upon request and the Committee may appoint, upon such terms as it may think fit, a Minutes Secretary.

### **8) TREASURER AND ACCOUNTS**

The funds of the Network shall be administered by the Treasurer in accordance with the decisions of the Network Committee or decisions by resolution at an AGM or EGM. He/she is responsible for maintaining proper accounts in which he/she must record details of all monies received and paid by him/her as approved by the Network.

The Treasurer is responsible for the preparation of the accounts of the Network made up to 31st December in each year, or to such other date as the Network may determine, and for the presentation of those accounts to the Annual General Meeting in April or May. Cheques issued as approved by the Network must bear the signature of two of the Committee members one of which must be Chair, Secretary or Treasurer.

Annual accounts shall be subject to a check by an accountant who is not a member of the SBN.

### **9) SUBSCRIPTIONS**

Every ordinary 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 1<sup>st</sup> January. Members who join during the first six months of a calendar year pay the full annual subscription. Members who join in the final six months of a calendar year pay HALF of the annual subscription.

### **10) ANNUAL GENERAL MEETING (AGM)**

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

- a) to receive and consider the report of the Chair on all aspects of the Network's activities since the last AGM
- b) to receive and adopt the Treasurer's Report and Accounts for the preceding calendar year and to receive an update on the current financial position of SBN
- c) to elect the Chair, Secretary and Treasurer for the ensuing year

- d) to consider any other business of which notice must be given to the Committee not less than seven days before the meeting specifying its nature and the names of the proposer and seconder.
- e) To consider any nominations for Honorary Membership.

### **11) INTERPRETATION OF CONSTITUTION**

The Committee is to be the sole authority for the interpretation of the Constitution of the Network and its decisions upon any matters affecting the Network not otherwise provided for by the rules shall be final and binding on members.

### **12) AMENDMENT OF CONSTITUTION**

This Constitution may only be amended or revised in any way by resolution of the members in an Extraordinary or Annual 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.

### **13) DISSOLUTION OF THE NETWORK**

Any resolution for the dissolution of the NETWORK passed by a majority of the members 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 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.

### **14) DISTRIBUTION OF CONSTITUTION**

A copy of this constitution will be supplied to every member at the commencement of his/her membership or upon request by any member.

### **15) AFFILIATION**

The Network may affiliate to any appropriate area, regional or national organisation of Trade, Business and Commerce.

### **16) DISCLAIMER**

The Network accepts no liability in respect of any information provided in good faith to members of the Network or in respect of any business arrangement entered into privately by members of the Network and other members and non-members.

### **17) EXTRAORDINARY GENERAL MEETING (EGM).**

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

**END**

**This constitution was reviewed and adopted by the Salford Business Network at its AGM 31<sup>st</sup> March 2016. It will be reviewed at the time of the 2017 AGM.**