



# Hillingdon

## Chamber of Commerce

*Working in the interests of local business*

Hillingdon Chamber of Commerce

Constitution



## **NAME AND LOCATION**

The name of the Company is "The Hillingdon Chamber of Commerce Ltd" registered at Companies House under Company No: 03781685 as a not for profit company and called "the Chamber. The Chamber is financially independent, non-political and non-sectarian and is active in the London Borough of Hillingdon ("Hillingdon").

### **A. AIMS and OBJECTIVES**

1. To encourage businesses and other such organisations to join the Chamber and be active in promoting these aims.
2. To promote good fellowship between members and to bring them together in unity of purpose.
3. To provide, by its meetings, discussions, lectures, debates, conferences and other functions a platform for discussion and exchange of views upon all matters affecting trade, both nationally and locally, and to take all possible action to protect the welfare of its members.
4. To support by all practical means any measure having for its aim the advancement of the general business interests of Hillingdon as a whole.
5. To monitor the expenditure of public monies and the levying of local rates.
6. To co-operate wherever possible with local and central government and to act as a liaison between members and the aforementioned.
7. To participate in the local community and influence local issues and projects, as a voice of the local business community other activity calculated to benefit the community.
8. To keep members informed on all changes concerning the legal side of trade and business, to assist its members experiencing fewer difficulties in these areas.
9. To collate and communicate to its members useful information relating to commercial and business matters.
10. To encourage the public to make use of the services provided by its members by the means of advertising those members on its website. Also to encourage the public to shop locally by monitoring the quality of the environment, parking and other facilities.
11. To have an active business plan, regularly updated to meet the needs of its members today and in the future, which may be local, nation and/or global.
12. To encourage inward investment into Hillingdon, promote inter-trading, joint ventures, supply chains and business development and foster a community spirit of involvement for the membership.
13. To encompass diversity.

**B. OTHER ACTIVITY**

1. To borrow money or raise loans required for the purpose of the Chamber upon securities as may be determined.
2. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights and privileges, which the Chamber may think necessary. Such items to be shown as assets of the Chamber and appear in the annual accounts. When the Chamber seeks to buy in services and/or products – these shall be way of procurement with 3 quotations obtained and a decision taken by the Executive Team before proceeding.
3. To manage, deal with or otherwise dispose of all or any part of the property of the Chamber.
4. To hold all data relating to members securely and to comply with provisions laid down within the Data Protection Act and Regulations.

**C. MEMBERSHIP**

1. Any person engaged as a principal in his trade or profession or his accredited manager or representative may become a member, or a trade or professional association may be affiliated, on being proposed and seconded by existing members and securing a majority vote of those present at either a general members meeting or at a meeting of the Executive Committee. Such admission, together with payment of the subscription, shall constitute membership.
2. A roll of the members shall be maintained by the Secretary or such other person as may be agreed by the Executive Committee.
3. Full membership of the Chamber (which shall be open to members of all professions and of all manufacturing, distributive or retail trades carrying on a business or branch based in or operating within the Hillingdon Borough, or their accredited managers or representatives) shall be as one of the following:
  - 3a. Individual Membership.  
Individuals, partnerships or companies who have or will provide business services to the benefit of Hillingdon may be invited to become individual members on an annual basis. Any such individual member with business interests during the period of membership outside the defined area will be unable to register or promote such business as a member unless specifically authorised by the Executive Committee.
  - 3b. Affiliated Membership  
Properly constituted and registered businesses operating within Hillingdon in association which have a minimum of 20 members, may be affiliated to the Chamber. Each affiliated association shall be entitled to send one delegate for the first 100 members and one for every additional 50 or part thereon.
  - 3c. Honorary Members.

Honorary Members are appointed by the Executive Committee. Honorary Members shall not be entitled to vote at any meeting.

4. Full membership will allow benefits as defined from time to time by the Executive Committee and unless expressly stated carry full voting rights. Any full member may stand for election to the Executive Committee.
5. Any member who, in the opinion of the Executive Committee after due consideration, is considered for any reason unsuitable or ineligible to continue as a member of the Chamber, shall be called upon to withdraw or resign his/her membership, or be in default at the expiration of fourteen days from the date of the notice.
6. The person or organisation to who such notice shall be given will immediately cease to be a member and forfeit all rights of membership and will have their entry and any information removed from the Chamber website.
7. The member in question shall have the right of appeal to the Appeals Committee. This consists of a specially formed sub-committee of three members of the Executive Committee who will meet to consider the appeal. The member may attend the meeting, send a nominated representative or submit a written argument for having the decision reconsidered.
8. The decision of the sub-committee will be final, building on the Executive Committee and the member in question and communicated to the Executive Committee and the member.

#### **D. SUBSCRIPTIONS**

1. Members shall pay an annual subscription. Such subscription shall be fixed for each year commencing the 1<sup>st</sup> of January and shall become due and payable within 14 days after the receipt of the "Notice to pay" issued by the Treasurer/Secretary. These subscriptions will be on a rolling basis.
2. The subscription for new members joining during the course of a calendar year may be on a pro rata basis, calculated from the start of the month in which admitted to membership
3. The amount to be subscribed to each category of membership shall be determined from time to time by the Executive Committee.
4. No member whose subscription remains unpaid more than three months after the date of receipt of the "Notice to pay" issued by the Treasurer/Secretary shall be entitled to vote at any meeting.
5. Any member whose subscription remains unpaid more than six months after the date of the "Notice to pay" is issued by the Treasurer/Secretary shall cease to be a member from that date onwards and their name shall be removed from the roll of members and the web-site of the Chamber.

## **E. EXECUTIVE COMMITTEE**

1. The officers of the Chamber shall consist of a Chairman, Vice-Chairman (1), Vice-Chairman (2), Treasurer and Secretary, who shall be ex-officio members of the Executive Committee and elected annually ("Officers").
2. The general business of the Chamber shall be conducted by an Executive Committee which shall consist of the Officers and 6 other members.
3. The Secretary shall propose candidates for membership of the Executive Committee who shall be elected by the Executive Committee at a meeting having regard to the skills, knowledge and experience needed for the effective administration of the Chamber.
4. It is the duty of each member of the Executive Committee:
  - a) to exercise his or her powers and to perform his or her functions in his or her capacity as a member of the Executive Committee in the way he or she decides in good faith would be most likely to further the objectives of the Chamber; and
  - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
    - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
    - (ii) if he or she acts in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
5. Other than the Officers who are elected annually at the AGM other members of the Executive Committee shall serve for a period of 3 years from the date of election. No member of the Executive Committee shall serve for more than 2 consecutive terms but may be reappointed after an interval of at least 1 year.
6. The Executive Committee shall have power to take offices for the use of the Chamber, to defray all necessary expenses, and to appoint a Secretary or Agent, Solicitor and such other officers as may be found necessary for due conduct of the business of the Chamber, with annual salaries or otherwise, and, subject to the Standing Orders, to appoint their own meetings and regulate their own proceedings to manage and superintend the affairs of the Chamber, and act in its own name, and for that purpose to sign any petition to Parliament, Memorial or other Document, and generally to execute all powers and functions of the Chamber not hereby exclusively conferred upon AGMs of the Chamber.
7. The Secretary shall give at least three days notice of all meetings to all members of the Executive Committee (emergencies excepted) and shall mention on the notice any important or special business expected to come before the meeting.
8. The quorum of the Executive Committee shall be 50% of the number of members appointed in the Constitution at any given meeting.

9. The Executive Committee shall meet at least a minimum of six times in any calendar year.
10. A Special Meeting of the Executive Committee shall be summoned by the Secretary at the written request of any five members of the Executive Committee stating the business for which the meeting is required.
11. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote for reasons or potential reasons of conflict of interest which is to be declared by that member at the meeting.
12. Decisions arising at a meeting shall be by a majority of those eligible to vote and in the case of an equality of votes, the Chairman shall have a second or casting vote. Any member who dissents has a right to have his or her dissent recorded in the Minutes.
13. A meeting may be held by suitable electronic means agreed by the Executive Committee in which each member may communicate with all the other members and such meetings must comply with rules for meetings including chairing voting and the taking of minutes at each meeting.
14. A member of the Executive Committee ceases to hold office if he or she:
  - (a) retires by giving 1 month's notice to the Secretary in writing (but only if enough members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the Secretary, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months;
  - (e) is disqualified from acting as a member of the Executive Committee by virtue of the provisions of the Companies Act 2006 (or any statutory re-enactment or modification of that provision); or
  - (f) has served for a period of two consecutive terms.
15. Any decision may be taken either:
  - at a meeting of the Executive Committee; or
  - by resolution in electronic form agreed by a majority of all of the members of the Executive Committee which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the members of the Executive Committee have signified their agreement. Such a resolution shall be effective provided that:
    - (i) a copy of the proposed resolution has been sent at, or as near as reasonably practicable to the same time, to all of the members of the Executive Committee;

- (ii) the majority of all of the members of the Executive Committee have signified agreement to the resolution in writing in a document or email delivered to the Secretary within the specified number of days of the circulation date; and

the decision is ratified at a meeting of the Executive Committee. All decisions of the Executive Committee including pertinent details relating to that decision shall be minuted.

16. The Executive Committee shall have power to fill any vacancies which may exist or occur in its number as it considers appropriate during its year of office.
17. The Executive Committee may delegate any of their powers or functions to a sub-committee or sub-committees and if they so decide they shall determine the terms and conditions on which the delegation is made. The Executive Committee may at any time alter those terms and conditions or revoke the delegation and must from time to time review the arrangements which they have made for the delegation of their powers,
18. A sub-committee may consist of three or more members of the Executive Committee including the Chairman or one of the vice-chairmen and the acts and proceedings of any sub-committee must be brought to the attention of the Executive Committee at the next meeting following that of the sub-committee.

#### **F. ADVISORY COMMITTEE**

1. The purpose of the Advisory Committee is to provide non-binding strategic and economic support to assist the Chamber to achieve its objectives and its economic viability through quarterly guidance reports complimenting the management of the Chamber by the Executive Committee.
2. The Secretary of the Executive Committee shall propose candidates for membership of the Advisory Committee who shall be elected by the Executive Committee at a meeting having regard to the Member's business knowledge and influence in the London Borough of Hillingdon and the seniority of the candidate within the Member's organisation as well as the expertise needed for growth, innovation and better performance of the Chamber.
3. The members of the Advisory Committee shall serve for a period of 3 years from the date of election. No member of the Advisory Committee shall serve for more than 3 consecutive terms but may be reappointed at the absolute discretion of the Executive Committee.
4. It is the duty of each member of the Advisory Committee to act collaboratively to meet the purpose of the Advisory Committee at the specific or general direction of the Executive Committee.
5. The Advisory Committee shall consist of 10 members who shall appoint a chairman and who can only act at a meeting when quorate. A quorum shall be 50% of the number of

members appointed at that time in any given meeting. No recommendation can be made at a meeting unless there is a quorum present.

6. The recommendation arising at a meeting shall be by a majority of those eligible to vote and in the case of an equality of votes, the Chairman shall have a second or casting vote. Any member who dissents has a right to have his or her dissent recorded in the Minutes which shall be made of each meeting.
7. A meeting may be held by suitable electronic means agreed by the Advisory Committee in which each member may communicate with all the other members and such meetings must comply with rules for meetings including chairing voting and the taking of minutes.
8. A member of the Advisory Committee ceases to hold office if he or she:
  - (b) retires by giving 1 month's notice to the Secretary in writing (but only if enough members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the Chair from all the meetings of the Advisory Committee held within a period of six months and the Executive Committee resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the Secretary, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of the Advisory Committee and may remain so for more than three months;
  - (e) is disqualified from acting as a member of the Advisory Committee by virtue of the provisions of the Companies Act 2006 (or any statutory re-enactment or modification of that provision); or
  - (f) has served for a period of three consecutive terms unless extended by a decision of the Executive Committee.
9. The Executive Committee shall have power to fill any vacancies which may exist or occur in the number of the Advisory Committee as it considers appropriate during its year of office.
10. The Advisory Committee may delegate any of their advisory powers or functions to a sub-committee or sub-committees and if they so decide which will adhere to the same procedures as required for the Advisory Committee.
11. A sub-committee may consist of three or more members of the Advisory Committee including the Chairman and the recommendations and proceedings of any sub-committee must be brought to the attention of the Advisory Committee at one of their meetings.

## **G. FINANCE**

1. The Executive Committee shall have control of the financial affairs and funds of the Chamber.



2. The Executive Committee shall appoint/confirm the Bankers for the Chamber at the AGM.
3. Cheques up to £500 may be signed by one Officer only; cheques above this sum shall be signed by two Officers.
4. All money shall be paid to the Treasurer, who shall bank the money intact on the day of receipt, or as soon after as possible, and cash required for any Petty Cash Account shall be drawn by cheque periodically. All other accounts shall be paid by cheque. The Treasurer shall issue a receipt in receipt of every payment made to him.
5. The financial year shall end on December 31 in each year.

#### **H. MEETINGS OF THE MEMBERS**

1. An Annual General Meeting ("AGM") shall be held in each calendar year on such day as the Executive Committee shall think fit and the Executive Committee will try to ensure that the AGM be held within 6 months of the Chamber's financial year end.
2. At the AGM the election of Officers and members of the Executive Committee for the ensuing year shall take place.
3. Ten members present shall form a quorum of the AGM unless it is agreed by the members present, being a minimum of 50% of the executive committee, that the meeting shall be properly convened in which case business shall be treated as being correctly transacted during the meeting.
4. An Extraordinary General Meeting ("EGM") shall be called by the Secretary upon the requisition of the Executive Committee or of not fewer than seven members stating the business for which the meeting is required. The quorum shall be the same as is required for the AGM.
5. Members must have at least twenty one clear days' notice of an AGM or any EGM and the object of the meeting must be stated in the notice convening the meeting with all relevant details to enable Members to properly and fully debate the objects of the Notice.
6. For an EGM the motion must be submitted to the Secretary twenty-eight days prior and be accompanied by not less than 20 other members' signatures unless such an EGM has been called by the Executive Committee where a simple majority vote in favour and is minuted accordingly.

#### **I. STANDING ORDERS AS TO THE CONDUCT OF ALL MEETINGS**

1. At every Meeting the Minutes of the preceding Meeting be read, and if approved, signed by the Chairman.
2. All communications received by the Secretary or Chairman, requiring the consideration of the Meeting, be read immediately after the Minutes are confirmed.

3. The reports of the Executive Committee shall have precedence of ordinary motions.
4. Only one amendment can be before the meeting, at the same time, which must be decided by the meeting voting for, or against it. Any amendment which is carried shall take place of the original motion and shall be subject to fresh amendments. No motion or amended resolution shall be considered as carried until it shall have been voted upon as a substantive resolution after all amendments thereon have been disposed of.
5. No member can speak more than once on the same motion or amendment except the mover of the motion who shall have the right of reply.
6. Each member shall rise on speaking and address the Chairman and not any other member and while one member is speaking all others shall remain silent. If two or more members rise together for the purpose of speaking, and no one of them is willing to resume his seat, it shall rest with the Chairman to decide who shall speak first, and whenever the Chairman rises to speak, no other member shall continue standing, nor shall any member rise until the chair be resumed.
7. Any business not already on the Agenda may be considered under general business by consent of the meeting, and time permitting, priority being given to business of an urgent character as may be decided by the Executive Committee.
8. All questions shall be decided by voting of a majority of members present and eligible to vote.
9. Voting shall be by show of hands or by ballot if so desired, and in the event of equality in voting the Chairman shall have a casting vote in addition to his original vote.
10. If any meeting be adjourned, the business shall be resumed as continuation of the former meeting.
11. These Orders may be suspended at any meeting upon the vote of the majority of the members present and voting, and such suspension may be terminated by a similar vote.
12. The decision of the Chairman with regard to the application of these Standing Orders and to the conduct of the meeting shall be final.

## **J GENERAL**

1. The Chamber shall, at the discretion of the Executive Committee, be affiliated to the National/London Chambers of Trade and/or other organisations whose objects are in accord with its own.
2. No part of this constitution shall be rescinded, or altered, or any addition adopted except at the AGM, or at an EGM called for the purpose and approved by not fewer than two thirds of the members of the Chamber present and voting. Not less than 14 days' notice must be given in writing to the Secretary of any proposed rescission, alteration or addition.

3. The Chamber may be dissolved with the consent of the majority of the members present at a EGM duly summoned for the purpose in the manner prescribed above.
4. If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all debtors and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Chamber, but shall be given or transferred to the London or National Chamber of Trade or to some other society or association, charitable or otherwise to be determined by the members at or before the time of dissolution or in default thereof by such Judge of the High Court as may have to acquire jurisdiction in the matter.

## **K INDEMNITY**

1. Every Officer or official or member of the Executive Committee shall be indemnified out of the funds of the Chamber against all costs charges losses and expenses and liabilities incurred by him in the execution or discharge of his duties or in relation thereto.
2. An insurance will be maintained by the Chamber to indemnify the Executive Committee against any claims of negligence by members or others.

HCC Constitution

As agreed and minuted at the EGM on 5<sup>th</sup> August 2022



Andy Sharma  
Chairman