



# EAST DEVON BUSINESS INITIATIVE

## CONSTITUTION

### 1. Name and Date of Commencement

The Association shall be called East Devon Business Initiative (EDBI) and is constituted from 1 September 2009.

### 2. Aims and Objectives

EDBI is a non profit organisation whose overall aim is to promote the business activities of its members throughout the East Devon area.

### 3 Membership

3.1 Membership shall be by invitation only.

3.2 Prior to joining EDBI the prospective member shall nominate their business category which category shall reflect the member's primary business.

3.3 Only one member per business category will be allowed subject to the discretion of the EDBI members.

3.4 Membership carries a requirement to attend at least one meeting in six and a minimum of 12 meetings per year although EDBI request that members attend breakfast meetings as often as possible. In the event that a member is absent from six successive meetings or does not attend the minimum 12 meetings per year, the Chair may in his/her discretion ask the member to leave EDBI.

3.5 Any member who terminates their membership or whose membership is terminated during the currency of their membership year will lose all benefits of membership with immediate effect, but will not be entitled to any refund of their annual subscription fee.

3.6 EDBI acting through the Chair may immediately terminate the membership of a member without notice where:

- i) the member fails to attend the weekly meetings for six consecutive weeks
- ii) in the opinion of the Management Committee the member has acted in such a manner as to bring EDBI into disrepute or acted in a manner contrary to the interests of EDBI and its members.

3.7 Prospective members may attend two weekly meetings as a guest prior to deciding whether to join EDBI.

3.8 The membership year shall run from 1 October for twelve months. Members joining during the membership year will pay a full year's subscription and will receive credit at renewal for unused months.

#### 4 Management and Administration

- 4.1 There shall be an Annual General Meeting (A.G.M.) held on the first meeting date in November.
- 4.2 At the Annual General Meeting the members shall elect from amongst themselves (subject to 4.4 below) a Management Committee comprising the following posts:
- Chair, Vice-Chair, Treasurer, Secretary, Webmaster, Business Development Officer, Social and Programme Secretaries (2) - who shall hold office for one year until the following A.G.M. whereupon they may offer themselves for re-election
- 4.3 The officers named in 4.2 above shall together form the Management Committee. In addition the Management Committee shall have the power to co opt up to two further members, which co-opted members shall have no vote on the Management Committee.
- 4.4 Members who wish to be considered for election to the Committee must at the date of the A.G.M. have been fully paid-up members for a minimum of six months and have fulfilled the minimum attendance criteria. Nominations (proposer and seconder on the official nomination form) must be delivered to the Secretary no later than 21 days prior to the date of the A.G.M..
- 4.5 The proceedings of the Management Committee shall not be invalidated by any vacancy amongst their number or any defect in the appointment or qualification of a member.
- 4.6 Subject to matters set out in this Constitution EDBI and its property shall be administered and managed in accordance with this constitution by the Management Committee
- 4.7 The Management Committee shall meet as often is required to make and execute such decisions as are necessary for the implementation of the aims and objective of EDBI. It shall report all its activities to the A.G.M. and shall account to the A.G.M.

#### 5 Rules of Procedures at Meetings

- 5.1 At the A.G.M. the following items shall be dealt with:
- i) Approve the minutes of the last A.G.M.
  - ii) Receive reports from the Chair and Secretary
  - iii) Receive the Treasurer's report and approve the annual accounts
  - iv) Elect the Management Committee
  - v) Consider changes to the constitution
  - vi) Any other business

- 5.2 An Extraordinary General Meeting (E.G.M) shall be called by an application in writing to the Secretary supported by at least two thirds of the EBDI membership. The Management Committee shall also have the power to call an E.G.M, by decision of a simple majority of its members.
- 5.3 Every member shall have one vote which may be given in person or by proxy appointed in writing. The proxy vote must state the details of the vote and whether they are "For" or "Against". The vote must be signed by the member and nominee. If further powers are delegated to the nominee, this must also be stated. The document may be inspected by the Chair for validity. The Chair may not hold a nominee position.
- 5.4 With the exception of changes of the Constitution decisions put to the vote shall be passed by a simple majority of the Members at a General Meeting.
- 5.5 The Chair in addition to his/her own vote shall have the casting vote in cases of a tied vote.
- 5.6 The Quorum at General Meetings shall be the presence or presence by proxy of at least five people. The quorum at a Management Committee meeting shall be five.
- 5.7 Any change to the Constitution shall require a two-thirds majority of all those present and eligible to vote at an E.G.M. or A.G.M.
- 5.8 At least fifteen days notice shall be given to all members of a General Meeting.

## 6 Finance

- 6.1 The membership year shall run from 1 October for twelve months.
- 6.2 Members shall pay an annual subscription to EBDI no later than 1 October of each year. The amount of the subscription shall be decided by majority vote at the A.G.M.
- 6.3 Members joining during the membership year will immediately pay a full year's subscription and will receive credit towards the next year's subscription at renewal for unused months.
- 6.4 A member who does not pay the renewal subscription within 21 days of it falling due will automatically lose their membership and their business category will be made available to anyone wishing to join.
- 6.5 The Management Committee shall set up a current account with Lloyds TSB Limited or such other bank as the Management Committee shall from time to time substitute. In addition the Management Committee shall have the power to set up a deposit account with a reputable mainstream bank/building society.
- 6.6 All accounts shall be in the name of East Devon Business Initiative and there shall be four nominated cheque signatories one of whom will be the Chair. All

cheques must be signed by two of the nominated signatories. These to be the Chair, Vice-Chair, Treasurer and Secretary

- 6.7 The Chair and the Treasurer shall have delegated authority at all times to expend up to £50 without first having clearance of the expense.
- 6.8 All funds held in any bank account shall be used only in furthering the objects of EBDI.
- 6.9 The accounting year shall run to 30 September. The Treasurer will be responsible for the preparation of the annual accounts to this date which are to be independently audited.
- 6.10 EBDI may own assets including intellectual property.

7 Regulations

- 7.1 The Management Committee shall have the power to publish and enforce such Regulations as the Members feel necessary to govern the activities of EBDI.

8. Dissolution

EBDI may be dissolved if two thirds or more of the Members so desire, by giving three months written notice in to the Chair. In this event the liabilities of EBDI shall be discharged and the residuary assets distributed to a recognised charity as chosen by simple majority of the Management Committee

Date 2<sup>nd</sup> December 2011

Signed \_\_\_\_\_

Name \_\_\_\_\_

Position CHAIR