



Leading the way

# DEVON BUSINESS ALLIANCE CONSTITUTION

## 1. Name and Date of Commencement

The Association shall be called Devon Business Alliance (DBA) and is constituted from 1 March 2016.

## 2. Aims and Objectives

The DBA is a non profit organisation whose overall aim is to promote the business activities of its members, predominantly throughout the East Devon and Exeter area.

## 3 Membership

3.1 Membership shall be by approved application only.

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

3.3 Only one member per business category. Should any member believe their category to be compromised they have the right to object to the new member's application.

3.4 Prospective members may attend two fortnightly meetings as a guest prior to deciding whether to join the DBA.

3.5 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. The membership year shall run from 1 March 2016 for twelve months.

3.6 A 3-month probationary period will be required for all new members, with an expectation of attendance on a regular basis, where the opportunity for continued membership can be denied by the Committee should it be considered it is not in the interests of the group.

- 3.7 Membership carries a recommendation to attend at least two meetings in four and a minimum of 14 meetings per year although the DBA request that members attend breakfast meetings as often as possible. In the event that a member is absent from four successive meetings or does not attend a minimum 14 meetings per year, The DBA, acting through a management Committee of at least 3 members including the Chairman, may ask the member to leave the DBA. Attendance records will be kept and available to all members.
- 3.8 Any member who terminates their membership or whose membership is terminated during a membership year will lose all benefits of membership with immediate effect, and will not be entitled to any refund of their annual subscription fee.
- 3.9 The DBA, acting through a management Committee of at least 3 members including the Chairman, may immediately terminate the membership of a member without notice where:
- i) their attendance is not as required; and/or
  - ii) in the opinion of the Committee the member has acted in such a manner as to bring the DBA into disrepute or acted in a manner contrary to the interests of the DBA and its members.

#### 4 Management and Administration

- 4.1 There shall be an Annual General Meeting (AGM) held on the last meeting date in February. Discretion by the outgoing Chairman maybe used to change this date in exceptional circumstances.
- 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 positions:
- Chairman, Deputy Chairman, Treasurer, Secretary, Webmaster, Membership Co-ordinator who shall hold office for one year until the following AGM whereupon they may offer themselves for re-election.
- 4.3 The Officers named in 4.2 above shall together form the DBA's Management Committee. In addition, the Management Committee shall have the power to co-opt further members as required. Co-opted members shall have one vote on the Management Committee during their co-opted term.

- 4.4 With the exception of the Association's first year, the position of Chairman will be an annual membership free position. The Committee's positions of Webmaster and Treasurer will be paid positions, at an amount agreed at each AGM, currently set at £620 +VAT per year (maximum) and £200 per year respectively.
- 4.5 Members who wish to be considered for election to the Committee must, at the date of the AGM, 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 seven days prior to the date of the AGM. Discretion by the outgoing Chairman, along with 2 other Committee members, may be used to waive this criteria in exceptional circumstances.
- 4.6 The proceedings of the Management Committee shall not be invalidated by any vacancy amongst their number, nor any defect in the appointment, qualification conduct of a member.
- 4.7 Subject to matters set out in this Constitution, the DBA and its property shall be administered and managed in accordance with this Constitution by the Management Committee.
- 4.8 The Management Committee shall meet on a quarterly basis to make and execute such decisions that are necessary for the implementation of the aims and objective of the DBA. Extraordinary Committee Meetings can be held for urgent matters at the discretion of the Chairman or Vice Chairman. The Management Committee shall report all its activities to the AGM and shall account to the AGM.

## 5 Rules of Procedures at Meetings

- 5.1 At the AGM the following items shall be dealt with:
- i) Approve the minutes of the last AGM
  - ii) Receive reports from the Chairman and Secretary
  - iii) Receive the Treasurer's report and approve the annual accounts
  - iv) Elect the incoming Management Committee
  - v) Consider changes to the Constitution
  - vi) Any other business
- 5.2 An Extraordinary General Meeting (EGM) shall be called by an application in writing to the Secretary supported by at least two thirds of the DBA membership. The Management Committee shall also have the power to call an EGM, 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 where applicable). If further powers are delegated to the nominee, this must also be stated. The document may be inspected by the Chairman for validity. The Chair may not hold a nominee position.
- 5.4 With the exception of changes to the Constitution decisions put to the vote shall be passed by a simple majority of the Members at a General Meeting.
- 5.5 In addition to his/her own vote, the Chairman 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 four.
- 5.7 Any change to the Constitution shall require a two-thirds majority of all those present and eligible to vote at an EGM or AGM.
- 5.8 At least ten days notice shall be given to all members of an Extraordinary General Meeting.

## 6 Finance

- 6.1 The membership year shall run from 1 March for twelve months.
- 6.2 Members shall pay an annual subscription to the DBA no later than 31 March of each year. The amount of the subscription shall be decided by majority vote at the AGM, currently set at £80 per year.
- 6.3 A member who does not pay the renewal subscription within 30 days of it falling due will automatically lose their membership and their business category will be made available to anyone wishing to join.
- 6.4 The Management Committee shall set up a current bank account with Santander. The Chairman will be the account holder/addressee. In addition, the Management Committee shall have the power to set up a deposit account with a reputable mainstream bank/building society, or change banks.
- 6.5 All accounts shall be in the name of the Devon Business Alliance and there shall be a maximum of three nominated cheque signatories, one of whom will be the Chairman, one the Treasurer, and one other. All cheques must be signed by two of the nominated signatories.

- 6.6 When a Management Committee member who is also a cheque signatory either leaves the DBA or their cheque signatory duties, together with the Chairman they must ensure that their name is removed from the bank's authorisation list as well as any online banking access.
- 6.7 The Chairman shall have a single delegated financial authority of £200 and the Treasurer shall have a single delegated financial authority of £50. Expenses above the delegated authorities must be pre-approved by the Constitution or at least 3 members of the Management Committee including the Chairman.
- 6.8 All excess funds held in the bank account shall be used only in furthering the objectives of the DBA or in supporting community and/or charity events as chosen by simple majority of its members.
- 6.9 The accounting year shall run to 28 February (or 29 February when a Leap Year). The Treasurer will be responsible for the preparation of the annual accounts to this date.
- 6.10 The DBA 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 the DBA.

## 8. Dissolution

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