



CONSTITUTION

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1. Surbiton Business Community (SBC) Catchment Area and Members

Every business based in or doing the majority of their business in Surbiton (KT5 and KT6 postcodes) is encouraged to join SBC.

Member businesses may be enterprises with or without premises, home-based businesses or sole traders, but not private persons unless they are sole traders. Branches of multiple-unit businesses are welcome to join if the branch is independently managed in Surbiton. It is not necessary for a business to have its registered office in Surbiton. Members

are organisations not individuals, i.e. a membership fee will cover all individuals working in an organisation.

Political or campaigning organisations may not become members. In cases of doubt, membership requests will be referred to the Social and Membership Working Group (see Recruitment).

2. The Purpose of SBC

That Surbiton will have fantastic, strong, sustainable businesses within an attractive destination.

The SBC will provide a thriving social business network to enjoy and through which to organise collective action.

3. SBC's Aims – What we will do

SBC's aims include, but are not limited to the following:

Business Support: Giving businesses encouragement to become stronger and more sustainable and signposting pathways to business development through links, projects, and liaison with integrated business support in the Borough, promoting greener business and carbon reduction, collecting and disseminating business information, conducting or participating in research, offering a forum for business and economic development, policy advice and entrepreneurship education, developing entrepreneurship skills in young people, setting up pathways into employment and self-employment and greater social inclusion.

Location and Destination: Making Surbiton the best value location for setting up a business in the area and maximising the chances of businesses success, making Surbiton a destination of choice for customers for all seasons.

Social and Membership: Organising a social business network to engage, inspire and entertain, organising events, and refreshing membership by engaging with the business community in person and via digital media.

Collective Action: Taking collective action, for example by leveraging development finance or grant funding, promoting projects such as the Kingston Pound, setting-up a business improvement district or equivalent, coordinating collaborative consumption, etc.

4. SBC's Methods – How we will achieve our Aims

SBC will exercise powers as defined by procedure in this Constitution to:

- Set up and run Working Groups on *Business Support, Location and Destination, Social and Membership, and Collective Action* (see 'Working Group Establishment and Terms of Reference')
- Recruit and manage members to run the organisation and share the benefits (see 'Recruitment and Members' and 'Members Database and Data Protection')
- Run the SBC organisation according to this Constitution (see 'Management' and 'Procedures')
- Raise working capital and additional funding as required (see 'Finance')

In addition, SBC as a membership organisation will have other powers including but not limited to the power to:

- Communicate with members and the outside world in accordance with communications routines, maintaining a website and social media accounts
- Hold events and social gatherings for fun and networking
- Employ staff when appropriate

5. Management

The management of SBC will comprise a Board with member officers. The Board will have the following members:-

- Chairperson
- Vice-Chairperson (may be any Board member other than the Chairperson)
- Lead Members of Working Groups
- Finance Officer (may be any Board member other than the Chairperson)

- External Communications Officer (may be any Board member other than the Chairperson)
- Administrative Officer (may be any Board member other than the Chairperson)

Board members will be elected by the members of the SBC at the Annual General Meeting (AGM). All members will be entitled to vote for each member of the Board. Each member who wishes to be elected to the Board will need to be proposed by a member and seconded by at least two other members and have agreed to serve in the role. Board members will be eligible for immediate re-election only once.

The Chairperson/Vice Chairperson will chair all meetings of the Board. In the event of the Chairperson and Vice-Chairperson not being present at a properly convened meeting, the members present may elect a Chairperson for that meeting from amongst themselves.

The Board has the authority to set up and disband Working Groups.

The Chairperson in consultation with the Lead Member of the Working Groups will be responsible for the compilation of the Board agendas.

The Board will appoint a Chartered Accountant who will prepare the accounts in time for the AGM. The AGM will ordinarily take place in May each year.

The Board will meet at least four times a year in a 90 day cycle from the date of the AGM.

The Board will be deemed to be quorate if at least four members are present.

The Board will have the responsibility to set up or disband any working groups.

The Board will be responsible for guiding the SBC's work priorities by drawing up an annual Action Plan, with reference to the annual Action Plans of the individual working groups.

Members of the Board can be removed by majority decision of a Board meeting if:

- They no longer fulfil the criteria for membership
- They do not attend three consecutive board meetings

- Their behaviour is deemed to be obstructive
- They bring the SBC into disrepute

6. Working Group Establishment and Terms of Reference

Establishment

- Working Groups will fulfil most of the practical work involved in achieving the objectives of SBC
- Working Groups are set up or disbanded by the Board
- Each Working Group will nominate a lead member to sit on the Board
- Working Groups will be normally be established on *Business Support, Location and Destination, Social and Membership, and Collective Action* or as decided by the Board

Terms of Reference

- To review and investigate issues particular to their area of expertise and make recommendations to the Board for prioritised action
- To submit a set of objectives, Action Plan and budget to the Board annually
- To implement the approved annual Working Group's Action Plan
- To monitor the progress of the Group's set objectives against targets

7. Recruitment and Members

Membership of SBC requires an application.

SBC will seek to recruit all businesses in its catchment area as members. All members will pay a membership fee collected annually on 1st January. A pro rata fee will be charged in the first year.

Membership enquiries will be handled by members of the Social and Membership Working Group.

Membership applications will be scrutinised and approved by any member of the Social and Membership Working Group.

If necessary an applicant may be asked to provide a recent utility bill or other evidence as proof of address in Surbiton or evidence of doing business in Surbiton.

Members may leave SBC at any time by giving notice in writing of their intention to leave. Membership fees paid will not be refunded.

Proposals to exclude members may be proposed by any Board member of SBC and must be approved by two other Board members.

Excluded members will be given notice in writing. Membership fees paid will not normally be refunded, but may be in certain circumstances.

8. Contact List, Members Database and Data Protection

The Social and Membership Working Group, working with the External Communications Officer, will be responsible for the SBC contact list, Members Database and Data Protection.

SBC will collect and maintain a contact list of contacts captured online and at events. The contact list will be used for mass messaging, event invitations, etc. Persons on the contact list may unsubscribe from mailings in accordance with good practice.

SBC will also keep a Members Database containing the name and address of at least one contact person in each member business.

The contact list and Members Database will be used in accordance with The Data Protection Act (1998).

On completing their application to join SBC, members are invited to opt-in to the Members Database and are reminded of their rights and responsibilities under the Data Protection Act (1998).

With reference to the Data Protection Act (1998), SBC will publish member information including business names, contact name(s), email address(es) and telephone numbers unless the business concerned specifically requests that these be withheld. No other personal information will be divulged.

SBC may also publish photographs or digital images of members unless the business concerned specifically requests that these be withheld. Members are at liberty to request removal of their business information or images at any time.

9. Procedures

Board Meetings

Meetings will be fixed annually in advance and the Board shall meet quarterly. Agendas will be sent out at least 7 days prior to the meeting.

Annual General Meeting (AGM)

A public AGM will be held annually, usually in May but not more than 6 months from the financial year end, and will report upon the following: -

- Membership of the Board
- Progress of Action Plan and key objectives for the future
- Funding - both existing and future and approve the accounts
- Working Group activities
- Any required amendments to the Constitution

Emergency General Meeting (EGM)

Any member of the SBC can request an EGM providing they present the Chairperson with a request signed by a minimum of 25% of current members. An EGM will be called within 21 days of the request being received by the Chairperson.

Voting in AGM and EGM Meetings

Each member has one vote, no matter how large the organisation. Votes may be cast in person or electronically (by email is acceptable). The Chairperson will always have the casting vote and this can be used to resolve a deadlock. Votes need only be cast if there is any dissent with a proposal, or if any individual member attending requests a vote.

Only fully paid-up members may vote. Members have the

option to vote via email.

Minutes of Meetings

Minutes of Meetings shall be maintained. Such minutes shall be a record of decisions made unless any member present requests that a specific statement of the details of deliberations be recorded. Minutes will be circulated as directed by the Chairperson within a month of the meeting.

10. Finance

The Board will approve a budget and maintain separate accounts for Board (management) funds, and Working Group (administration) funds. The main annual Action Plan budget will be compiled from the Working Group Action Plans and budgets.

The financial year end will be 4th April of each year.

The previous year's accounts and the forthcoming year's budget will be presented at the first Board meeting of the new financial year.

The budget for the New Year will be agreed at the second meeting of the new financial year and prepared for presentation at the AGM.

The SBC working capital will be funded by levying an annual membership fee.

Membership fees will be agreed annually at the AGM.

Membership fees will be the same for all members, but members with projected net profits under £10,000 may apply for a 75% reduction.

Fees are due on 1st June. Membership will lapse if fees are not paid by 30th June. Only fully paid-up members may vote in an AGM or EGM.

Additional development finance or grant funding may be applied for and must be administered in accordance with the funding criteria. The administration and disposal of project finance will normally be done by the responsible Working Group under the Finance Officer's supervision.

11. Changes to this Constitution

Any proposed changes to the Constitution must be approved by a majority decision of the membership at an AGM or EGM.

12. Winding Up.

SBC may be wound up by a unanimous decision of the Board.

Winding up will be implemented by the Board.

Any funds remaining to SBC at winding up are to be distributed to local organisations sharing the aims of SBC.