

FBA Constitution

Updated 20th September 2023

1. NAME

The name of the Association is the Framlingham & District Business Association (FBA)

2. OBJECTIVES

2.1 The FBA is established to cover Framlingham and the wider local district area.

2.2 The Objectives of the FBA are as follows: -

2.3 To develop trading opportunities for members by promoting and supporting measures calculated to benefit the business interests of the community of Framlingham.

2.4 To secure advantages for the business community, as a group, that cannot be achieved by individuals in isolation.

2.5 To support both financially and by other means, charitable and other constituted organisations and their work within the Framlingham community.

2.6 To annually remind those hosting the small Christmas trees in central Framlingham about the relevant dates and about their responsibilities.

2.7 To promote and provide facilities and opportunities for social activities for its members so as to foster a spirit of good fellowship amongst them.

3. MEMBERS

3.1 Every business operating within the defined area of Framlingham and surrounding district can apply to join FBA. To note that operating a business can mean either virtually or in a physical work premises.

3.2 Any such business wishing to become a member of the Association must lodge with the Secretary of the Association a written application giving the full name, address, telephone & email of the business and the name of the proprietor, partner, director or senior employee of the business who is to act as the contact for that business.

3.3 Every business applying for membership shall become a member if elected as such by the Committee who shall consider every membership application.

3.4 The Secretary shall keep a register of members and enter in it the names and addresses of all businesses that become members and their contacts.

3.5 A member shall cease to be a member....

i) If written notice of resignation is received by the Secretary

ii) If the member fails to pay any subscription within one month after the due date of payment.

iii) If the member having committed some act or been guilty of behaviour inconsistent with membership of the Association, the Committee resolves by majority of three quarters to remove the member from the membership.

4. SUBSCRIPTIONS

4.1 The annual subscription of the Association shall be £60, or an amount agreed at a committee meeting prior to the AGM. The annual subscription shall be payable in advance on 1st Sept in each year for the then current calendar year.

4.2 The annual general meeting of the association shall have the power to vary the subscription by ordinary resolution and any variation shall be due immediately after the AGM.

4.3 A business elected to be a member shall pay the proportionate current year's subscription based on the whole or part months remaining in the year at that monthly rate.

5. OFFICERS

5.1 The honorary officers of the Association shall be the Chair, Vice-Chair, Treasurer and Secretary and the majority of officers must be members of the Association.

5.2 Any officer may retire by giving one week's prior notice in writing to the Secretary or in the event of the Secretary wishing to retire then by the same notice to the Chair.

5.3 All officers shall retire at the end of each annual general meeting but shall be eligible for re-election at that meeting unless, in the case of the Chair, he or she has then held the office of the Chair for two consecutive years.

6. THE COMMITTEE

6.1 The Committee shall consist of the officers and those members designated tasks in the association.

6.2 Any member of the Committee may retire giving one weeks prior written notice to the secretary and all shall retire at the end of each annual general meeting but shall be eligible for re-election at that meeting.

6.3 Any casual vacancy on the Committee or of any office arising between annual general meetings should be advertised to FBA members and interested parties. Applicants should give their reasons for standing, in the case of more than one applicant an election via the FBA newsletter to be held. In the event of a tie the casting vote and final decision to be by the Management Committee. If there are no applicants, the vacancy may be filled by the Committee who may also co-opt additional Committee members at any time.

6.4 Any Committee member who fails to attend three consecutive meetings of the Committee without giving a reason acceptable to the Committee shall cease automatically to be a member of the Committee.

6.5 The Committee shall manage all the affairs of the Association and shall have full power to do everything necessary for that purpose.

6.6 The quorum of the Committee shall be three honorary officers as defined in 5.1.

6.7 Committee meetings shall be held in person or remotely every 2 months. Members who wish to raise points or make contributions in between meetings may email them to the Committee through the admin email, or request to attend at the end of the committee meetings to raise their points.

6.8 Not less than two days written or oral notice shall be given to Committee members of every monthly meeting but in an emergency additional meetings may be called on not less than 24hours notice.

6.9 Decisions at meetings of the Committee shall be made by a simple majority & in the event of equality of voting the Chair (or acting Chair of that meeting) shall have the casting vote.

7. ANNUAL GENERAL MEETING

7.1 An annual general meeting shall be held in September every year.

7.2 The business of the AGM shall be...

(i) To receive the Chairman's report of the activities of the association during the preceding year.

(ii) To receive and consider the accounts of the association for the preceding year and the Treasurers report on the financial position.

(iii) To elect officers and other members of the Committee.

8. EXTRAORDINARY GENERAL MEETINGS

8.1 An extraordinary general meeting may be convened at any time upon either a resolution of the Committee or a requisition setting out the resolution or resolutions to be proposed at it. The requisition must be signed by whichever is the lesser of 30 members and one tenth of the members and served on the Secretary by personal delivery or recorded delivery post.

If the Secretary does not give notice of the meeting within 14 days of the date of the requisition, then one or more members may give notice of the meeting.

8.2 The business which may be conducted at an extraordinary general meeting may be any one or more of the following...

(i) Removing all or any of the officers or other members of the Committee and filling the vacancies caused by such removal.

(ii) Altering these rules.

(iii) Dissolving the Association

9. PROCEEDING AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

9.1 Not less than 21 days prior notice in writing setting out the resolutions to be proposed at the meeting shall be sent to every member by the most appropriate means.

9.2 Resolutions at AGM shall be passed by a simple majority of the votes entitled to be cast by the members present at the meeting.

9.3 Resolutions at extraordinary general meetings shall be passed by a majority of three quarters of the votes entitled to be cast by the members present at the meeting.

9.4 Each member shall have one vote on every resolution.

9.5 In the event of equality of voting at an AGM the Chair (or acting Chair at that meeting) shall have a casting vote.

9.6 Nominations for persons for election to any office must be made in writing to the Secretary in writing before the meeting at which elections for that office are intended to be proposed.

10. ACCOUNTS & INCOME

10.1 The financial year of the Association shall end on 31st August in every year to which the Accounts shall be balanced and drawn up.

10.2 When members are informed about the convening of the AGM, they will be notified they can receive Copies of the Accounts on request, copies will also be available at the AGM.

10.3 All monies received by the Association shall be paid into an account in the Framlingham and District Business Association name at Bankers appointed by the Committee. Cheques and other instruments drawn on and directions to the Bankers shall be approved by at least 2 committee members, and bank statement copies available at all meetings.

10.4 No action involving expenditure in the name or on behalf of the Association shall be taken and no undertakings which would commit the Association to expenditure or other liability shall be made without the prior authority of a resolution of the committee. In cases of significant financial expenditure planning or commitment a membership vote would be required.

11. INDEMNITY

The officers and members of the Committee of the Association shall be indemnified out of the assets of the Association against any liability incurred by him/her in that capacity in the discharge of their respective duties as conferred under the constitution of the Association, and in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach in relation to the affairs

or the Association.

12. DISSOLUTION

12.1 The Association may be dissolved...

(i) By a resolution passed under rule 8.2

(ii) By a resolution of the Committee if the number of members is less than twenty for a period of at least six months.

12.2 The dissolution shall take effect from the day when the resolution is passed and the Committee shall be responsible for the winding up of the assets and the liabilities of the Association.

12.3 If any property remains after the discharge of all debts and liabilities of the Association it shall be distributed for such charitable purposes as the Committee shall decide.

13. GENERALLY

13.1 The proprietor, partner, director or senior employee of a member registered with the Secretary as the contact for that member shall be the only person eligible to serve as an Officer or as a Committee member and able to cast votes for that member at general meetings.

13.2 A member may at any time and by giving written notice to the Secretary change the identity of the contact for that Member. Such notice must give the name of the proprietor, director, or senior employee to act as the new contact.