



Constitution

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1. Interpretation

1.1 In this constitution:

Board: means a committee comprising the officers and other members elected in accordance with this constitution.

Business Day:

Board Member: means a person appointed to the Board.

connected person: means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Board Member;
- (b) the spouse or civil partner of the Board Member or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the Board Member or with any person falling within (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the Board Member or any connected person falling within (a), (b), or (c) above; or
 - (ii) by two or more persons falling within (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the Board Member or any connected person falling within (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within (e)(i) who, when taken together, have a substantial interest.

Club: means Swansea Bay Business Club.

Policy Document: means the policy document of the Club as amended from time to time.

2. Objectives

2.1 The Club's objectives are to:

- (a) Create opportunity for every business in the Swansea Bay Region.
- (b) Be a high calibre relationship building community for the transformation of regional business.
- (c) Be a considerate and welcoming Business Club, acting with integrity and transparency.

3. Constitution and rules

- 3.1 The Club will be administered and managed in accordance with this constitution.
- 3.2 The Board may from time to time make additional rules for the conduct of the Club. These rules are contained in the Policy Document and may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Club (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Club in relation to one another, and to the Club's employees and volunteers;
 - (c) the procedure at general meeting and meetings of the Board in so far as such procedure is not regulated by this constitution;
 - (d) generally, such matters as are commonly the subject matter of the rules of an unincorporated association.
- 3.3 The Club in general meeting has the power to alter, add to or repeal the Policy Document.
- 3.4 The Policy Document shall be binding on all members of the Club provided that no rule is inconsistent with, or shall affect or repeal anything contained in, this constitution.

4. Membership

- 4.1 Membership is open to individuals over eighteen or organisations who are approved by the Board.
- 4.2 The Board may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application.
- 4.3 The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing but shall be final.
- 4.4 Membership is not transferable to anyone else.

5. Termination of membership

- 5.1 Membership is terminated if:
- (a) the member dies or, if it is an organisation, ceases to exist;
 - (b) the member resigns by written notice to the Club;

- (c) any sum due from the member to the Club is not paid in full within [30 days] of it falling due;
- (d) the member is removed from membership by a resolution of the Board that it is in the best interests of the Club that their membership is terminated.

6. General meetings

- 6.1 An annual general meeting must be held within nine months of the Club's financial year end.
- 6.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.3 The Board may call an extraordinary general meeting at any time.
- 6.4 The Board must call an extraordinary general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is greater. The request must state the nature of the business that is to be discussed. If the Board fails to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this constitution.

7. Notice

- 7.1 The minimum period of notice required to hold any general meeting of the Club is fourteen clear days from the date on which the notice is deemed to have been given.
- 7.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 7.3 The notice must be given to all the members and to the Board.

8. Quorum

- 8.1 No business shall be transacted at any general meeting unless a quorum is present.
- 8.2 A quorum is ten members entitled to vote upon the business to be conducted at the meeting, The authorised representative of a member organisation shall be counted in the quorum.
- 8.3 If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting;
or
 - (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Board shall determine.

- 8.4 The Board must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 8.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

9. Chair

- 9.1 General meetings shall be chaired by the person who has been elected as president of the Club or, in their absence, by the person who has been elected as the deputy president of the Club.
- 9.2 If the president or deputy president is not present within fifteen minutes of the time appointed for the meeting a Board Member present and willing to chair shall chair the meeting.
- 9.3 If no Board Member present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

10. Votes

- 10.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.
- 10.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

11. Board and Board Members

- 11.1 The Club shall be managed and administered by the Board.
- 11.2 The Club shall have the following officers:
 - (a) A president;
 - (b) A deputy president; and
 - (c) A treasurer.
- 11.3 A Board Member must be a member of the Club or the nominated representative of an organisation that is a member of the Club.

- 11.4 No one may be appointed a Board Member if they would be disqualified from acting under the provisions of clause 13.
- 11.5 The number of Board Members shall be not less than three nor more than 14 (unless otherwise determined by a resolution of the Club in general meeting).
- 11.6 A Board Member may not appoint anyone to act on their behalf at meetings of the Board.

12. Appointment of the Board

- 12.1 The Board may appoint any person who is willing to act as a Board Member.
- 12.2 The Board shall also appoint Board Members to act as officers.
- 12.3 A person appointed as deputy president must be a Board Member for at least 12 consecutive months before being appointed deputy president.
- 12.4 A person appointed as president must have held the office of deputy president for 2 consecutive years before being appointed president.
- 12.5 The president shall hold office for 2 years and shall remain on the Board for a period of 2 years following their term in office, after which they shall retire from the Board.
- 12.6 The members in a general meeting may elect Board Members if within seven days after notice of the general meeting is deemed to be given to the members, the Club is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Board Member;
 - (c) is signed by the person who is to be proposed to show their willingness to be appointed,and the appointment of the proposed Board Member would not cause the number of Board Members to exceed any number fixed in accordance with this constitution as the maximum number of Board Members.

13. Disqualification and removal of Board Members

- 13.1 A Board Member shall cease to hold office if they:
 - (a) cease to be a member of the Club;
 - (b) in the written opinion, given to the Club, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months;

- (c) resign as a Board Member by notice to the Club (but only if at least two Board Members remain in office when the notice of resignation is to take effect);
- (d) are absent without the permission of the Board from their last 3 consecutive meetings and the Board resolves that their office be vacated; or
- (e) are removed from office by a resolution of the Board that it is in the best interests of the Club that their office be vacated passed at a meeting at which at least two-thirds of the Board Members are present. Such a resolution must not be passed unless:
 - (i) the Board Member has been given at least 14 clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the Board Member has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Board Members must consider any representations made by the Board Member and inform the Board Member of their decision following such consideration. There shall be no right of appeal from a decision of the Board to remove a Board Member.

14. Proceedings of the Board

- 14.1 The Board may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 14.2 Any Board Member may call a meeting of the Board.
- 14.3 Questions arising at a meeting must be decided by a majority of votes but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.
- 14.4 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 14.5 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 14.6 The quorum shall be the number nearest to one-half of the total number of Board Members, or such larger number as may be decided from time to time by the Board.
- 14.7 A Board Member shall not be counted in the quorum present when any decision is made about a matter upon which that Board Member is not entitled to vote.
- 14.8 If the number of Board Members is less than the number fixed as the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a general meeting.

- 14.9 The person elected as the president shall chair meetings of the Board.
- 14.10 If the president is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to chair that meeting until its conclusion.
- 14.11 The person appointed to chair meetings of the Board shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the Board.
- 14.12 A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board.

15. Delegation

- 15.1 The Board may delegate any of their powers or functions to a committee of two or more Board Members.
- 15.2 The Board may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed with the Board.
- 15.3 The Board may revoke or alter a delegation.
- 15.4 All acts and proceedings of any committees must be fully and promptly reported to the Board.

16. Conflicts of interest

A Board Member must:

- (a) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not been previously declared; and
- (b) absent themselves, voluntarily or at the request of the Board, from any discussions of the Board in which it is possible that a conflict will arise between their duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest).

Any Board Member absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Board on the matter.

17. Payment to Board Members

17.1 No Board Member or connected person may:

- (a) be employed or receive remuneration from the Club;
- (b) buy or receive any goods or services from the Club on terms preferential to other members of the Club unless permitted by clause 17.2.

17.2 A Board Member or connected person may enter into a contract for the supply of goods or services to the Club if:

- (a) the amount or maximum amount of the payment for the goods or services does not exceed what is reasonable in the circumstances for the supply of the goods or services in question;
- (b) the other Board Members are satisfied that it is in the best interests of the Club to contract with the supplier rather than with someone who is not a Board Member or connected person. In reaching that decision the Board must balance the advantage of contracting with a Board Member or connected person against the disadvantages of doing so.
- (c) the Board Member is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods or services to the Club;
- (d) the Board Member does not vote on any such matter and is not to be counted when calculating whether a quorum of Board is present at the meeting.

18. Application of income

18.1 The income of the Club shall be applied solely towards the promotion of the objectives.

18.2 [A Board Member is entitled to be reimbursed property reasonable expenses properly incurred by them when acting on behalf of the Club.]

18.3 None of the income of the Club may be paid or transferred directly or indirectly to any member of the Club. This does not prevent a member (who is not also a Board Member) from receiving reasonable and proper remuneration for any goods or services supplied to the Club.

19. Changes to the constitution

The Club may amend the constitution by resolution of not less than two-thirds of the members present and voting at general meeting.

20. Irregularities in proceedings

20.1 Subject to clause 20.2, all acts done by a meeting of Board, or of a committee of Board, shall be valid notwithstanding the participation in any vote of a Board Member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that Board Member; and
- (e) that Board Member being counted in the quorum,

the decision has been made by a majority of the Board at a quorate meeting.

20.2 Clause 20.1 does not permit a Board Member to keep any benefit that may be conferred upon them by a resolution of the Board or of a committee of the Board if the resolution would otherwise have been void.

20.3 No resolution or act of:

- (a) the Board Members;
- (b) any committee of the Board;
- (c) or the Club in general meeting

shall be invalidated by reason of the failure to give notice to any Board Member or any member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member of the Club.

21. Records and accounts

21.1 The Club shall keep appropriate records and accounts.

21.2 At the annual general meeting the Board shall present the accounts of the Club for the preceding financial year.

22. Means of communication to be used

22.1 Subject to clause 22.3, any notice, document or other information shall be deemed received by the intended recipient:

- (a) if delivered by hand at the time the notice, document or other information is left at the address;
- (b) if sent by pre-paid first class post or other next working day delivery service, at 9.00 am on the second Business Day after posting;
- (c) if sent by pre-paid airmail, at 9.00 am on the fifth Business Day after posting;
- (d) if sent by email, at the time of transmission; or
- (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

22.2 If deemed receipt under clause 22.1 would occur outside business hours in the place of receipt, it shall be deferred until business hours resume. In this clause 22.2, business hours means 9.00 am to 5.00 pm Monday to Friday on a day that is not a public holiday in the place of receipt and all references to time are to local time in the place of receipt.

22.3 To prove service, it is sufficient to prove that:

- (a) if delivered by hand, the notice was delivered to the correct address; or
- (b) if sent by post or by airmail, the envelope containing the notice was properly addressed, paid for and posted;
- (c) sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or
- (d) if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.