

Proposed New Constitution for Burgess Hill Business Parks Association Ltd. (BHBPA)

1. Name and purpose

The name of the association is the '**Burgess Hill Business Parks Association Ltd**' (BHBPA), registered in England & Wales as a general company Limited by Guarantee under registration number 05151494.

The purpose of this document is to inform and provide guidance regarding the formal governance of the Association's affairs. It is secondary to the provisions of the registered Memorandum and Articles of Association. In other words, in the event of a conflict between this document and those legally registered documents, the latter will take precedence.

2. Aims

BHBPA is a 'not for profit' organisation whose liabilities are limited by guarantee.

The aims of the Association are to:

- Attract and sustain members, primarily from the local business community^{*1}, by offering services valued higher than the price of membership
- Support members' pursuit of common business interests and needs
- Build a cohesive and positive business community, for the benefit of members
- Contribute positively to the wider local community
- Lobby and influence governmental policy makers to sustain and enhance Burgess Hill as a business-friendly location
- Forge an effective conduit between the Association and Local Authorities so as to inform and engage members and contribute towards positive outcomes from the policies and initiatives of local and national authorities.

^{*1} By local we mean within approximately a 5 miles radius of Burgess Hill town centre and includes the full length of the A2300.

3. Organisation

BHBPA is a members-based organisation, with governance provided by a Board, comprised of Directors and Officers, a Steering Committee comprised of membership representatives, Project Boards and General Meetings attended by the Membership as depicted in figure 1.

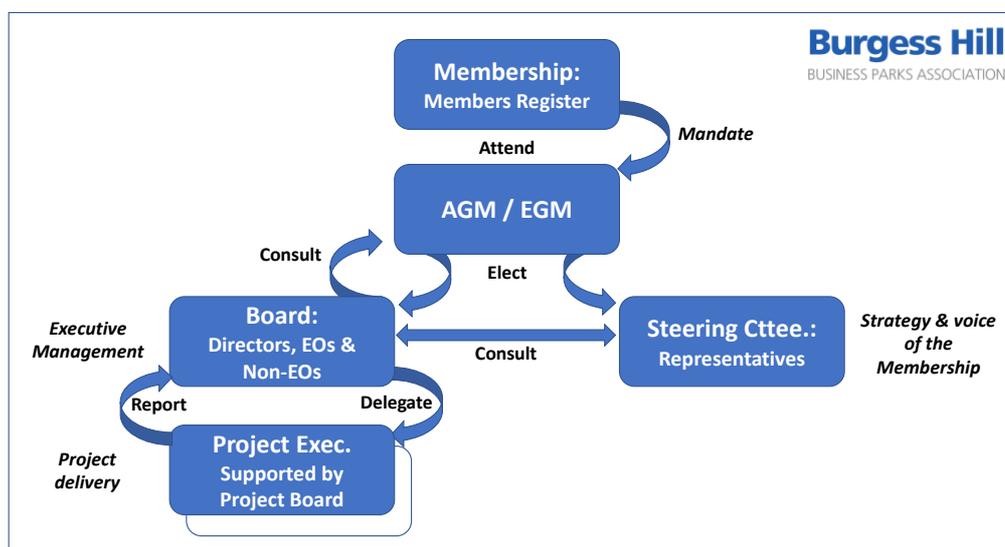


Figure 1: Organisation of BHBPA

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4. Membership

Membership is open to any business that operates in the local area – as defined in Aims above. Businesses based outside of the local area may join, subject to approval by a simple majority of the Board.

Members share the liabilities of the Association, albeit, any liabilities are limited to £1 per member.

Membership begins once any request for membership has been approved, whereupon the Association will issue an invoice along with a current copy of the Constitution i.e. this document. The new Member's name will be added to the Register of Members.

The annual membership fees will cover the months January through December each year, which may be paid either as a one-off sum or on a monthly basis. New members joining part way through the year will be required to pay a one-off amount for the balance of the year.

The annual membership fees will be agreed at the Annual General Meeting (AGM) and are to be paid by all members. Membership may be segmented in different ways e.g. size or type of organisation, with different fees applied to different segments.

The Register of Members will be published on the Association's website. Members may terminate their membership in writing at any time. Late payment deemed unreasonable by any two of the Officer roles will be treated as a lapsed membership, and the Member's name will be removed from the Register.

Members are required to be respectful of the Constitution and protect the Association's reputation by amongst other things, operating their business affairs ethically, being transparent about any material conflicts of interest and complying with their legal obligations. The Board may revoke membership where a member is deemed to have not fulfilled this requirement.

5. Equal Opportunities

BHBPA Ltd will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

6. Board of Directors (the 'Board') and Officers

The business of the Association will be directed by the Board which will be regarded as the "Council of Management" as per the Articles of Association. As such, the Board defines policy and commissions any significant projects (i.e. in excess of £10k expense).

The Board:

- Shall comprise a minimum of two Directors
- Shall comprise several Executive Officers
- May comprise several non-Executive Officers
- Shall be a minimum of five and a maximum of ten people
- Shall decide how the Association will segment its membership base at the AGM for the purposes of representation on the Steering Committee
- Shall meet at least quarterly

Typically, Board roles are undertaken pro bono and are unsalaried. Any remuneration paid must be at reasonable levels for services actually rendered and must be subject to a contract approved by the Board and in advance.

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7. Directors and Officers

The Directors are responsible for ensuring that the Association is compliant with its legal obligations.

Officers are either Executive or non-Executive Officers. Executive Officers will provide ongoing leadership on specific matters, while non-Executive Officers will have no such specific ongoing responsibilities but will instead be co-opted as advisers to the Board. A Director may also be an Officer.

There are four Executive Officer roles:

- Chairperson – responsible for chairing Board meetings and General Meetings. Also acts as Company Secretary ensuring the approval and filing of statutory returns to Companies House and HMRC
- Chief Executive – responsible for the coordination of all the Association’s day to day activities including liaison with the other Officers, engagement of the Steering Committee, general oversight of commissioned projects and adherence to policy
- Finance Officer (aka the Treasurer) - responsible for presenting a fair and accurate annual Finance Report
- Marketing Officer – responsible for the thought leadership and shaping of the Association’s marketing mix including Membership services, pricing, promotions, as well as supporting choice of venues and communication channels

It is the responsibility of the individual Executive Officers to propose policies and where necessary recommend the commissioning of projects to the Board. It is for the Board to approve policy and commission projects.

Directors and Executive Officers are elected for a term of four years at a General Meeting and may complete a maximum of two terms. In the event of a Director or Executive Officer standing down prior to the completion of their term, a temporary replacement will be sought either from within the Steering Committee, or failing that, an existing Officer may be willing to take on additional responsibilities. Alternatively, the Chairperson may call for a General Meeting to discuss the gap.

Non-Executive Officers may be nominated by a member of the Board with their appointment approved by a simple majority of Board members. Their tenure will be for a set period of no greater than one year, whereupon the Board must vote afresh whether or not to extend the term. By way of example, the advisory roles performed by non-Executive Officers might cover topics such as: Real Estate planning, tenant support & landlord best practice and specific legal matters.

A motion of no confidence with regards a Director or Executive Officer must be put to the Membership in the event that 10 or more current members of the Association submit such a petition to either the Chairperson or Chief Executive. On receipt of said petition, an EGM must be called to consider the motion in line with Clause 11.1.

8. Steering Committee

The Steering Committee has two functions.

First, the Steering Committee leads on the setting of the Association’s business strategy. Facilitated by the Chief Executive, the Steering Committee will organise itself so as to provide the necessary strategic leadership.

Second, the Steering Committee acts as a sounding board and the voice of the Membership between General Meetings. To that end, members of the Steering Committee will be drawn from the Register of Members and will be appointed at a General Meeting.

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The Steering Committee will comprise the following:

- Membership Segment Representatives - based on the segments set by the Board e.g. large, medium and small business members
- Business Park Representatives – one per business park where the Association has at least five members at the time of the AGM
- Local Authority Representatives – always one, with any additional representatives co-opted as deemed necessary by the Steering Committee
- The Executive Officers

Representative members will provide their time on a pro bono basis.

Excluding the Executive Officers, all members of the Steering Committee are appointed for a term of one year. If a Representative wants to stand for a subsequent year s/he may put her/himself forward for re-election at the next AGM with the maximum number of years on the Steering Committee being limited to four in total. Whereupon the member may not stand for re-election for a minimum period of twelve months. After the interval, the member may stand again at the following AGM whereupon a further two four-year cycles may commence.

In the event of a Representative standing down during the year, a replacement for the balance of the year may be sought by considering an interim appointment, alternatively, the role may be left vacant until the next General Meeting.

Members of the Steering Committee are required to:

- Fulfil their duties for the overall benefit of the Association
- Contribute to the two functions of the Committee
- Undertake certain tasks e.g. reading papers in preparation for Steering Committee meetings
- Attend and participate in Steering Committee meetings (unless failure to do so is unavoidable) and follow up on any agreed action
- Provide constructive input including proposals to the Executive Officers and the commissioning of projects

9. Project Boards

When the Board approves the commissioning of a project it will appoint a Project Executive. The Project Executive shall be required to establish a Project Board, for the duration of the project. The Project Board is responsible for managing the project business case (benefits & costs) and the project deliverables. The Project Executive is required to ensure the project is directed in alignment with the Board's commission and will periodically report back to the Board, via the Chief Executive.

10. Honorary Roles

From time to time the Board may decide to create an honorary role, for example, an Association President. Such roles will be honorary only and will not carry voting or decision-making privileges.

11. Meetings

11.1 Types of Meeting

There are four types of meeting required for the conducting of Association business:

Type	Open to	Frequency	Quorum	Notes
General meetings –	All full members	At least once per year	Either 10% of the membership or 10 members -	Meeting notification issued two weeks in advance.

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AGM and EGMs			whichever is the greater	Aim to publish minutes & actions on the Association website within two weeks of a meeting.
Board meetings	Members of the Board or by invite of the Chairperson	At least four times per year	66% of the Board	Meeting notification issued 1 week in advance. Aim to publish minutes & actions to the Board and Steering Committee within two weeks of a meeting.
Steering Committee meetings	Members of the Committee or by invite of the Chairperson	At least two times per year	25% of the Committee's members	Meeting notification issued three weeks in advance. Aim to share minutes & actions with Committee members within two weeks of a meeting.
Project Board meetings	As invited by the Project Executive & agreed with the Chief Executive	As required by the project	Project Executive and at least one other member of the Project Board	No formal advance notification period. Aim to circulate essential notes & actions to attendees within two days of a meeting.

11.2. Annual & Extraordinary General Meetings (AGMs & EGMs)

An Annual General Meeting (AGM) for members will be held in every calendar year, with no more than fifteen months after the previous such meeting. Voting members will be as per the Register of Members published on the Association's website.

Nominations for any vacating Director and Executive Officer roles and the annual Steering Committee appointments may be made by any member to any member of the Board seven working days before the meeting, or at the meeting at the discretion of the Chairperson.

The agenda for the AGM will include:

- **Executive Officers' Reports** – covering the work of the Association over the previous year
- **Finance Report** - the Finance Officer, supported by the Association's Accountant, will present the accounts of the Association for the previous year. A vote will be taken as to whether an independent audit of the accounts as presented is required.
- **Budget** - the Chief Executive will advise as to the budget for the new year and the associated fees.
- **Elections** – any vacated Director and Executive Officer roles, and all members of the Steering Committee for the next year, will be elected
- **Other Business** - the Executive Officers will lead a discussion of any other business. Such items must be championed by a member of the Board or a member of the previous year's Steering Committee and must have been as submitted to either the Chairperson or Chief Executive at least 7 working days in advance of the AGM

The Chairperson will call an EGM at the request of a simple majority of either the Board or the Steering Committee, with the meeting agenda set by the Chairperson.

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11.3 Voting at meetings

It is hoped that all Association meetings will make their recommendations or decisions in a consensual way. However, where this is either not possible, or appointments are required, then the members in attendance at each specific meeting will have one vote to resolve the matter at hand. In other words, each member of the Board, the Steering Committee or member attending a General Meeting will have one vote per topic at that meeting.

Project Boards will not have formal voting as the Project Executive is solely accountable to the Board via the Chief Executive.

12. Finances

An account will be maintained on behalf of the Association at a bank agreed by the Board. At least two signatories will be maintained on the Bank Mandate. The Chief Executive will be the primary user and day-to-day controller of the Association's bank account and funds.

The Finance Officer will call upon a professionally qualified accountant to oversee the preparation of the Association's annual accounts. Records of each transaction by way of income and expenditure will be maintained by the Chief Executive via an on-line computer system.

Interim financial statements will be made by the Finance Officer at Board Meetings. The financial year will run from January to December.

The Chief Executive will propose an annual budget to the Board ahead of the AGM. It is the Board's duty to approve the budget. The membership will be advised at the AGM.

All monies raised by, or on behalf of the Association, are only to be used to further the aims of the Association or may be donated to a 'good cause' as approved by the Board.

13. Amendments to the Constitution

Amendments to the Association's Constitution may only be made at a General Meeting.

Any proposed amendments to the Constitution must be submitted to either the Chairperson or Chief Executive in writing. The Chairperson will discuss the proposed amendment with the Board, may consult the Steering Committee, and will decide whether to call an EGM or wait until the next AGM. Whatever the decision, the Chairperson must ensure that the person proposing the amendments is kept informed in a timely fashion. Proposed amendments must be considered at the selected General Meeting.

Any proposal to amend the constitution will require approval by a two thirds majority of those present and entitled to vote.

14. Dissolution

If the Board decides, by simple majority, that it is necessary to wind up the Association as a limited company, the Chairperson must call an EGM at which the sole business of the meeting will be to discuss the proposed dissolution.

If, by a two thirds majority of those present and entitled to vote, it is agreed to dissolve the Association as a limited company then all remaining monies and any assets (once outstanding debts have been paid) will be transferred in line with the Articles of Association.

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15. Approval of this Constitution

This document was accepted at an Extraordinary General Meeting of the BHBPA Ltd held on ___ / ___ / 2020, as the Constitution for the Association, as evidenced by these signatories: -

Signature			
Name	Susan Fleet	David Shore	Jaffer Lokhandvala
Title / Role	Chair & Director	Director	Director
Date			