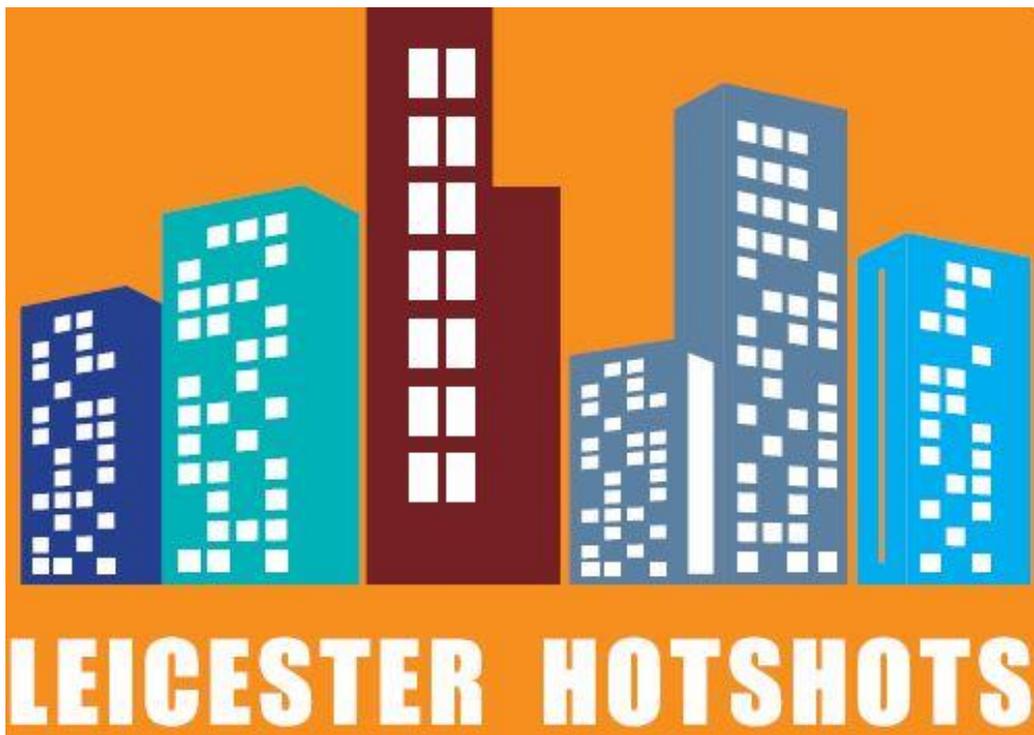


Dated 13 January 2017

CONSTITUTION OF THE LEICESTER HOTSHOTS



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1 NAME

The name of the organisation is the Leicester Hotshots (hereinafter referred to as the "Organisation")

2 OBJECTS

The primary objectives of the Organisation are to further the interests of young professionals in the county of Leicestershire and to work to the benefit of young professionals in the county of Leicestershire ("the Objects").

3 POWERS

3.1 The Organisation shall have power to:

- (a) raise funds and invite or receive donations and contributions, whether by subscription, sponsorship or otherwise;
- (b) open and administer one or more bank account(s) in the name of the Organisation, with at least two signatories (or more at the discretion of the Committee), one of whom shall be the Treasurer;
- (c) Appoint members of the Organisation to form a committee ('the Committee') who will conduct the affairs of the Organisation in furtherance of the Objects and in accordance with this Constitution;
- (d) organise social, networking, educational, training and any other events for its members;
- (e) represent the interests of its members to local and national representative bodies;
- (f) support such community groups and organisations, charitable trusts, associations or institutions as are appropriate to its membership;
- (g) employ such persons or retain such services as are necessary for the proper pursuit of the Objects; and
- (h) do all other lawful things as shall further the Objects.

4 SUBSCRIPTIONS

All individual member(s) shall pay such subscription(s) as the Committee in its absolute discretion may from time to time determine. To introduce a subscription levy would require the unanimous agreement of the Committee, and to abolish any such subscription levy would also require the unanimous agreement of the Committee.

5 MEMBERSHIP

- 5.1 Membership shall be open irrespective of sex, sexual orientation, race, nationality, age, or political, religious or other opinion to all business professionals, no matter what the business may be, who carry out that business in Leicestershire or relevant areas, as decided at the absolute discretion of the Committee.
- 5.2 Membership may, at any time, be extended to any further categories of members or individuals at the absolute discretion of the Committee where it is deemed to be in furtherance of the Objects.

6 TERMINATION OF MEMBERSHIP

- 6.1 Membership of the Organisation or the Committee may be resigned by any member of the Organisation or the Committee upon written notice to the Committee.
- 6.2 In the event of the resignation of the President, the Treasurer shall be Acting President until an election can be held.
- 6.3 The Committee may, by three-quarters majority resolution passed at a meeting thereof, terminate or suspend the membership of any member of the Organisation or terminate or suspend any member of the Committee, if the Committee deems in its absolute discretion that the member's conduct is prejudicial to the interests and the Objects of the Organisation and that it is in the best interests of the Organisation that the said individual's membership of the Organisation and / or the Committee is terminated. A resolution to remove a member from membership may only be passed if:
- (a) The member has been given such notice as deemed reasonable in the absolute discretion of the Committee of the Committee meeting at which the resolution will be passed to terminate or suspend such membership;
 - (d) The member or, at the option of the member, a member's representative (who need not be a member of the Organisation) has been given an opportunity to make representations to the Committee in advance of any decision being taken; and
 - (e) Such a resolution is passed by two thirds of those members of the Committee present. If the member, who is the subject of the proposed resolution to be removed, is a member of the Committee, that member shall not be entitled to vote on the proposed resolution.
- 6.4 The member is permitted the right to appeal the Committee's decision to suspend or terminate their membership. The appeal must be made in writing to the President of the Organisation within 28 days of the resolution terminating or suspending their membership of the Organisation.
- 6.5 If a member exercises their right to appeal, detailed in clause 6.4 above, the President must call a Special Meeting within 56 days of receipt of the application to appeal. The Committee must then consider the members appeal and communicate their decision to the member in writing within 7 days of the Special Meeting. The Committee shall make in their absolute discretion whatever decision they consider is in the best interests of the Organisation. There must be at least two thirds of the Committee present at the Special Meeting to consider the member's appeal.
- 6.6 Furthermore membership may be terminated if:
- (a) The member dies or ceases to comply with the membership criteria detailed at clause 5 above;
 - (b) The member resigns by written notice to the Committee unless, after resignation there would be less than two members; or
 - (c) Any sum due from the member to the Organisation is not paid in full within two months of the sum falling due.

7 COMPLAINTS

- 7.1 Any member of the Organisation who is dissatisfied in their dealings with the Organisation shall have the right to lodge a formal complaint. There shall be a three-level complaints procedure and these three stages should be followed in order. Only if

the complaint is not dealt with to the complainant's satisfaction shall they proceed to the next stage, the details of which are set out below:

- 7.1.1 In the first instance, the complaint shall be addressed in writing to the President who shall take all steps to deal with it as quickly and fairly as possible.
- 7.1.2 The complaint shall be sent to the Membership Secretary who shall take it to the next Committee meeting for discussion. The Committee shall attempt to resolve the complaint.
- 7.1.3 The complaint shall be referred to a partner or director of a Committee member's firm (or any subsidiary, affiliated or associated company) as appointed by the President who shall be the final arbiter in all cases. If the complaint is upheld at this stage, this person shall have the power to require the Organisation to provide an effective remedy and it shall be their responsibility to see that this occurs.

8 COMMITTEE

- 8.1 The Organisation shall be run on a day to day basis by the Committee who will conduct the affairs of the Organisation in furtherance of the Objects and in accordance with this Constitution.
- 8.2 The Committee shall hold such meetings and form such sub-committees as deemed necessary in furtherance of the Objects.
- 8.3 The Committee shall be composed of members of the Organisation who are employed by BDO UK LLP, Brewin Dolphin Ltd and Gateley Plc and (or any subsidiary, affiliated or associated company) assuming the following positions:
 - (a) President;
 - (b) Membership Secretary;
 - (c) Treasurer;
 - (d) Events Officer;
 - (e) Social Media and Publicity Officer;
 - (f) Website Officer;
 - (g) Any other roles as may be deemed advantageous to the furtherance of the Objects as decided by the Committee in their absolute discretion.

Details of the role and responsibilities of each of the above are contained within Schedule 1.

- 8.4 Members of the Organisation may, at the absolute discretion of the Committee, assume more than one role on the Committee where this is deemed to be in furtherance of the Objects.
- 8.5 Members of the Organisation may, at the absolute discretion of the Committee, share a role on the Committee where this is deemed to be in furtherance of the Objects.
- 8.6 Officers of the Committee are eligible to remain on the Committee so long as they remain bona fide members of the Organisation in accordance with clause 5, above.
- 8.7 Any officer of the Committee who in any one year of office, fails to attend three consecutive meetings shall at the discretion of the Committee be removed from their position of an officer of the Committee but they will remain a member of the Organisation.
- 8.8 If a casual vacancy occurs in any of the Committee roles at any time, the Committee may appoint any member of the Organisation, subject to clause 9.1 below, to fill the vacancy.

- 8.9 Every Officer of the Committee shall be entitled to be indemnified out of the assets of the Organisation against all losses or liabilities which he or she may sustain in or about the necessary execution of his or her office without the need for prior Organisation authorisation. Nothing in this clause shall affect his or her liability for any loss arising out of his or her own default or neglect.

9 ELECTION PROCEDURE

- 9.1 Only employees of BDO UK LLP, Brewin Dolphin Ltd and Gateley Plc (or any subsidiary, affiliated or associated company) may apply to become an officer of the Committee. Elections must take place within January of every year.
- 9.2 The existing officers of the Committee will have first choice to apply for any vacant positions on the Committee.
- 9.3 In the event that two or more of the existing officers of the Committee apply for any vacant position on the Committee, the existing Committee officers shall vote on the appointment. Each existing officer of the Committee will have one vote per position. The candidate with the most votes will be elected as the officer of the Committee in the specified role. In the event of a tie, the President will have the casting vote. Should the President not be sitting, or the role of President be the contested vacancy, the Secretary shall have the casting vote.
- 9.4 If no applications have been received from the existing officers of the Committee for a position on the Committee then an election can be held and the members will be asked to apply for the vacant positions.
- 9.5 The existing officers of the Committee, before leaving the Committee, will decide on who the successful candidate(s) will be for the vacant position(s). Each officer of the Committee will have one vote per position. The candidate with the most votes will be elected as the officer of the Committee in the specified role. In the event of a tie, the President will have a second casting vote.

10 SPONSORSHIP

The Committee may, at any time and at its absolute discretion, enter into any sponsorship arrangement with any individual(s) or organisation(s) where such arrangement is deemed to be in furtherance of the Objects of the Organisation.

11 MEETINGS OF THE ORGANISATION

- 11.1 At any time, the Secretary may call a Committee meeting to conduct and discuss such business as the Committee deems to be necessary in furtherance of the Objects.
- 11.2 The Secretary will provide the officers of the Committee with an agenda for the Committee meeting at least 24 hours prior to the meeting.
- 11.3 The Committee may, at any time and in its absolute discretion, call a General Meeting of the Organisation. There is however no requirement to hold an Annual General meeting of the Organisation.
- 11.4 The Committee shall take all reasonable steps to publicise the time, place and purpose of any General Meeting to as many members of the Organisation as possible and provide the members with at least 21 clear days notice of the meeting.
- 11.5 A Special General Meeting may be called by the President in his/her absolute discretion or upon receipt of a signed request by 25 members of the Organisation.
- 11.6 If the President does not convene a Special General Meeting within 21 days from the date of the request then the Secretary or 25 members may themselves convene the meeting.

12 RULES OF PROCEDURE AT ALL MEETINGS

12.1 Voting

- (a) Except in the cases otherwise specifically provided for in this constitution, any question arising at any meeting of the Organisation or Committee shall be decided by a simple majority of those present and voting.
- (b) No member or officer of the Committee shall exercise more than one vote, except in a case of equality of votes at any meeting, in which case the President shall have a second casting vote.

12.2 Quorum

- (a) One third of the officers of the Committee shall form a quorum at Committee meetings.
- (b) Where the Committee has resolved to form a sub-committee, the quorum for such sub-committee meetings shall be the full number of officers appointed to the sub-committee.
- (c) Twenty five members or one third of the members, whichever is the less, shall form a quorum at a General Meeting or Special General Meeting of the Organisation. However, in the event that no quorum is present at a General Meeting or Special General Meeting of the Organisation or the meeting has to be abandoned the meeting shall stand adjourned and be reconvened fourteen days later, and those present at that meeting shall be deemed to form a quorum.

12.3 Minutes

The Secretary shall make notes and take minutes of any matters arising at any meeting of the Organisation or the Committee along with any decisions taken and shall circulate these to the officers of the Committee within a reasonable period of time.

13 FINANCE

- 13.1 All money raised by or on behalf of the Organisation shall be applied to further the Objects and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of bona fide expenses to any officer of the Committee or member of the Organisation as decided by a majority of the Committee in their absolute discretion, nor shall it prevent the payment of any money raised by or on behalf of the Organisation in accordance with clause 3.1(e) to the relevant group, organisation, charitable trust, association or institution.
- 13.2 The Treasurer will maintain records of all income and expenditure by the Organisation and will, upon request, provide the Committee with a statement summarising all of the Organisation's assets and liabilities within a reasonable period of time.
- 13.3 No payment over £250 shall be made unless specific prior authorisation is given by the Committee.

14 DISSOLUTION

- 14.1 If the Committee determines at any time, in its absolute discretion, that on the ground of expense or otherwise it is necessary or advisable to dissolve the Organisation it must call a Special General Meeting.

- 14.2 If such decision shall be confirmed by a simple majority of those present and voting at the Special General Meeting, the Committee shall have the power to dissolve the Organisation and to dispose of any assets held by or in the name of the Leicester Hotshots.
- 14.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied to BDO UK LLP, Brewin Dolphin Ltd and Gateley Plc in equal proportions or as the Special General Meeting may resolve.

15 ALTERATIONS TO THE CONSTITUTION

- 15.1 If the Committee determines at any time, in its absolute discretion, that it is necessary or advisable to amend this Constitution it shall either:
- (a) vote on the amendment to the Constitution at the Committee meeting; or
 - (b) call a Special General Meeting.
- 15.2 If such decision shall be confirmed by a simple majority of those present and voting at the Special General Meeting or by a two-thirds majority of those officers of the Committee present and voting at the Committee meeting, then this Constitution shall be amended and the Committee shall endeavour to publicise such changes to the members of the Organisation.

16 INTERPRETATION OF THE CONSTITUTION

Any question arising as to the interpretation of this Constitution shall be determined at the absolute discretion of the Committee and the Committee's determination shall be final.

SCHEDULE ONE – COMMITTEE POSITIONS: THEIR ROLE AND RESPONSIBILITIES

(a) President;

The President's shall promote Leicester Hotshots both internally and externally, obtain sponsorship for the Leicester Hotshots from external organisations and chair and manage the Leicester Hotshots Committee and Committee meetings. This role may only be filled by an existing Committee member.

(b) Membership Secretary;

The Membership Secretary shall work with the rest of the Committee to set the agenda for each Committee meeting; shall co-ordinate, organise and take minutes at each Committee meeting, shall disseminate the minutes to the rest of the Committee after the meetings and carry out the administrative duties. The Membership Secretary shall also maintain the list of Leicester Hotshots members, ensuring that the list is kept accurate, comprehensive and up to date. The Membership Secretary shall also be responsible for increasing the membership of the Leicester Hotshots.

(c) Treasurer;

The Treasurer shall be responsible for managing the Leicester Hotshots' accounts, which shall include responsibility for: the paying-in book, paying cash into the bank account, the cheque book and updating the Committee on the finances. The Treasurer shall also work closely with the Events Officer to set the budget for the events. This role may only be filled by an existing Committee member.

(d) Events Officer;

The Events Officer shall be primarily involved in the organising, planning and arranging of the social, networking and educational events throughout the year which includes preparing an events programme at the start of each year and shall prepare the emails/posters that are to be sent to the membership.

(e) Website Officer

The Website Officer shall be responsible for maintaining the Leicester Hotshots' online presence, which shall include the website.

(f) Social Media and Publicity Officer;

The Social Media and Publicity Officer shall be responsible for maintaining the Leicester Hotshots' online presence on all social media platforms and shall be responsible for external publicity for the Leicester Hotshots.