



The Constitution March 2024

1. **Title**

The Association Title shall be Worcestershire Ambassadors Ltd
The Worcestershire Ambassadors Ltd is a company limited by Guarantee.

2. **Aims and Objectives:**

To promote the County of Worcestershire both internally and externally as a great place to live, work, invest, visit, and do business.

Worcestershire Ambassadors Ltd shall seek to achieve its aims and objectives through Members appointed to Worcestershire Ambassadors Ltd who themselves shall be known as Worcestershire Ambassadors (hereafter "Ambassadors").

In fulfilling these aims the Worcestershire Ambassadors Ltd will be both an apolitical and non-profit making body.

3. **Role of Worcestershire Ambassadors Ltd:**

The role of the Worcestershire Ambassadors Ltd and those appointed as Ambassadors shall be to:

- a) Represent and promote the County, and all that it offers, within the County and beyond its boundaries.
- b) Promote the business life of the County and the business, commercial, technological, and industrial opportunities it offers.
- c) Encourage inward investment into the County.
- d) Encourage tourism and support for the leisure industry.
- e) Promote Worcestershire, its people, its quality of life and all the facilities offered by the County as a source of excellence.
- f) Represent the County to other local, regional and government organisations and bodies and, through its appointed representatives, to lobby on behalf of the Worcestershire Ambassadors and county.
- g) Serve as a channel of communication and consultation on issues facing local people, and businesses and other County organisations.
- h) Foster and maintain harmonious and effective links between Worcestershire Ambassadors Ltd with the Worcestershire County Council and its representatives and Staff, and with other local, regional, and national organisations and their respective officers and Staff.
- i) Generally, support the aims and activities of Worcestershire Ambassadors Ltd to realise the shared aspirations of all Ambassadors.
- j) Support, as far as possible, charitable organisations, and initiatives within the County.
- k) Sponsor other non-profit making organisations events, festivals and projects which promote Worcestershire. Excluding charities.

4. **Activities:**

In furtherance of its objectives Worcestershire Ambassadors may:

- a) Organise, participate in and/or attend trade missions, excursions, exhibitions, and other similar events.
- b) Print, publish, sell, circulate, and otherwise distribute information in the form of newsletters, press releases, brochures, guides, and other printed matter.
- c) Develop and promote a Worcestershire Ambassadors Ltd website.
- d) Generate funds by means of an annual subscription of £125.00 payable on the 1st of April (which amount should be reviewed annually) and other fund-raising activities, such funds to be properly stewarded and administered by Worcestershire Ambassadors Ltd Board of Directors and directed solely to fulfilling the aims and objectives of Worcestershire Ambassadors Ltd.
- e) The Board of Directors shall endeavour to ensure that it maintains 2 years running costs in its bank account(s).

5. **Appointment of Ambassadors:**

- a) Appointment as Ambassadors shall be open to those individuals considered able to support and fulfil the aims and objectives of Worcestershire Ambassadors Ltd.
- b) Applying to be an Ambassador should be done through the website or by invitation extended by Worcestershire Ambassador's Ltd Board of Directors (to whom nominations can be submitted by Ambassadors.) Such appointments will be honorary and will carry no remuneration.
- c) Those invited to serve as Ambassadors shall live or work within the County or, exceptionally, have some other close and defining association with the County.
- d) Ambassadors are expected to attend at least one Ambassadors event each Calendar year as a condition of their continuing membership of the scheme, in default of which their membership may be terminated on 31st December of that year at the discretion of the Board of Directors.
- e) Members agree to commit to the constitution when elected.
- f) Link to constitution to be attached to application form.
- g) The Membership subscription is £125 per annum from April 1st on a pro rata basis.

6. **Events**

Events are open to all Ambassadors. In furtherance of its aims and objectives Worcestershire Ambassadors Ltd will endeavour to hold annually:

- a) Four networking events open to all Ambassadors.
- b) At least one major event or function to which Ambassadors may be invited to introduce or entertain guests.
- c) Such other events that the Board of Directors may arrange from time to time.

7. **Board of Directors:**

- a) The affairs of the Worcestershire Ambassadors shall be conducted through a Board of Directors comprised of not more than 12 Ambassadors representative of Worcestershire Ambassadors Ltd.
- b) Quorum for any decision is 5 board members to include the Chair or Vice Chair
- c) The Board will be responsible for appointing a Chair and Vice Chair from within its number.
- d) Following election, the Chair will serve an initial maximum term of 2 calendar years (1 January to 31 December) before stepping down or seeking re-election as Chair of the Company.
 In the September preceding the end of the term intentions from within the Board to stand for election as Chair will be sought, including that of the current Chair.
 If the Chair wishes to continue and is unopposed the term will be extended for 1 calendar year.
 If the Chair wishes to continue and is opposed a vote of the full membership of the Company will decide by a majority vote on the Chair to serve the next 2-year term
 If the Chair wishes to stand down, then intentions will be sought from the existing Board to stand as Chair. If contested, then a vote of the full membership will decide by majority on the Chair to serve the next 2-year term. If unopposed then the Board member will be appointed.
 The Chair must come from the existing Board, having served at least a 12-month term on the Board.

If a non-Board member comes forward seeking to be Chair, they must first seek election to the Board and serve a 12-month term.

The Board retains responsibility to find a suitable Chair.

e) **Removal of Chair.**

The Chair can be removed by a vote of no confidence by the Board following a proposal to the board by one of the Board members.

A 75% majority is required to remove the Chair.

The vote will be a closed Ballot.

Abstentions will have deemed to support the majority.

Any Board member unable to vote must nominate a proxy.

f) Directors of the Board will be expected to attend 70% of board meetings and key WA events (with consideration given to welfare or health issues). The Board will review their suitability to remain in position and a majority vote taken.

g) The president of the Worcestershire Ambassadors, (whom shall normally be the Lord Lieutenant of the County) will be appointed by Board agreement.

h) The re-election process for Board Directors is bi-annually, and all Board Directors wishing to remain on the Board should express a note of interest.

8. **Alterations to the Constitution.**

Substantive amendments or alterations to the Constitution, or variations of it, may be made at any Board Meeting of Worcestershire Ambassadors Ltd by a majority of the Ambassadors present, provided notice has been given to the Board of Directors at least 7 days prior to the date of such a meeting (this notice setting out particulars of the changes proposed).

The Board of Directors may make other non-substantive and non-contentious amendments, alterations, or variations of the Constitution.

9. **Dissolution.**

In the event of the dissolution of Worcestershire Ambassador Ltd any funds remaining shall, in the first instance, be used for discharging the liabilities of the Company, then be distributed equally to current paid up members of Worcestershire Ambassadors Ltd, with any surplus funds being distributed to local charities to be decided by the Board of Directors or, in their absence, by the Lord Lieutenant.