



# THE CONSTITUTION

*(Printed August 2015)*

# **THE CONSTITUTION OF HAUGHTON GREEN GARDENING SOCIETY**

*adopted on Monday 13 April 2015*

## **1. NAME**

The name of the organization is Haughton Green Gardening Society (“the Society”).

## **2. OBJECTS**

The Society’s objects (“the objects”), as a not-for-profit organization, are:

- (a) To promote an interest in horticulture and to encourage the practice of cultivating gardens in Haughton Green and surrounding areas.
- (b) To provide a trading shop where members can purchase horticultural products.
- (c) To organize horticultural shows and competitions for its members.
- (d) To give advice on horticultural matters.
- (e) To establish, or secure the establishment of, suitable premises for the use of the Society, and to maintain and manage the same.

## **3. POWERS**

In order to further the objects of the Society, but not otherwise, the Committee may exercise the following powers:

- (a) to raise funds, and to invite and receive contributions provided that, in raising funds, the Committee shall conform to any relevant requirements of the law;
- (b) to buy, take on lease or in exchange any property necessary for the achievement of its objects, and to maintain and equip it for

- use;
- (c) to sell, lease or dispose of all or any part of the property of the Society subject to any consents required by law;
  - (d) to collect and disseminate information on all matters relating to its objects and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
  - (e) to co-operate with voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
  - (f) to appoint and constitute such advisory committees as the Committee may think fit;
  - (g) to do all such lawful things as are necessary to achieve the objects of the Society.

#### **4. MEMBERSHIP**

- (a) Membership of the Society shall be open to any person interested in furthering the work of the Society and who has paid any annual subscription laid down from time to time by the Committee.
- (b) Every member over the age of fifteen shall have one vote.
- (c) Annual subscriptions shall be payable in February. Any member who has not paid her/his subscription by the end of March shall cease to be a member and shall not have the power to vote at any meeting of the Society.
- (d) The Committee shall have the power to grant life membership to any person. Life members will not be required to pay annual subscriptions.
- (e) The Committee shall have the power to refuse an application for membership, if required.
- (f) The Committee may, by unanimous vote and for good reason, terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

- (g) Every member shall be bound by, and submit to, the Constitution of the Society.

## **5. THE COMMITTEE**

- (a) The Committee shall manage the business of the Society and shall consist of a minimum of 4, and a maximum of 10, members.
- (b) Committee members shall serve for a maximum period of three years. Retiring committee members may stand for re-election.
- (c) The elections for new committee members – including the Offices of Chair, Secretary, and Treasurer – shall be held at an Annual General Meeting. A committee member may hold more than one Office.
- (d) Newly-elected members shall hold office from the conclusion of the A.G.M.
- (e) If elected to a position of Office, a member cannot resign from the Office and remain on the Committee.
- (f) The Secretary will inform members, via the A.G.M. letter, about vacancies on the Committee. Nominations for committee members must be proposed and seconded, and be in writing and handed to the Secretary at least one week before the A.G.M. Verbal nominations for a particular position will only be accepted at the A.G.M. if no written nominations for that position have been submitted to the Secretary.
- (g) The Committee may appoint co-opted members to the Committee in order to fill vacancies so long as the total number of co-opted members doesn't exceed three. Co-opted members will serve until the end of the next A.G.M. but shall be eligible to be nominated for election. If elected, the length of service undertaken in filling the casual vacancy shall not be taken into account when calculating the serving period of three years.

## **6. COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

- (a) Subject to the provisions of sub-clause (b) of this clause, no

member of the Committee shall acquire any interest in property belonging to the Society (otherwise than as a member of the Committee of the Society), or receive remuneration, or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

- (b) Any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which her or his own instruction or remuneration, or that of her or his firm, is under discussion.

## **7. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- (a) The Committee shall meet at least 6 times a year.
- (b) The Committee, at its first meeting after the Annual General Meeting, shall elect from among its members a Vice Chair.
- (c) A special meeting may be called at any time by the Chair or by two members of the Committee upon not less than four days' notice being given to the other members of the Committee of the matters to be discussed.
- (d) The Chair shall act as chair at all meetings at which she/he is present. If the Chair is absent, then the Vice Chair shall act as chair. If the Vice Chair is also absent, then the Committee shall elect, from among themselves, a person to act as chair for the duration of the meeting.
- (e) The quorum for meetings of the Committee shall be 4.
- (f) Every matter shall be determined by a majority of votes, but in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- (g) The Secretary, or other person appointed for the purpose, shall

take and keep minutes of all meetings of the Committee.

- (h) The Committee may, from time to time, make and alter rules for the conduct of its business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (i) The Committee may appoint sub-committees consisting of two or more members of the Committee to serve any purpose that the Committee think would be more effectively undertaken by such a committee so long as all decisions are promptly reported to the full Committee for approval.

## **8. FINANCES**

- (a) All monies of the Society shall be applied to further the objects and not otherwise, provided that this shall not prevent the payment in good faith of any reasonable out-of-pocket expenses to any volunteer of the group.
- (b) Except money which is required for petty cash disbursements, all monies received by the Society shall be regularly paid into a bank account to be kept in the name of the Society, at such a bank as the Committee shall from time to time decide. No money shall be paid out of the said account except by cheque, direct debit or e-transfer.
- (c) Cheques shall be signed by at least two members of the Committee, one of whom must be the Treasurer.
- (d) The Treasurer shall maintain a record of all petty cash disbursements which should be documented by receipts.
- (e) The Committee shall be responsible for ensuring that a record of the accounts of the Society are kept and that a report on the accounts is produced annually, and arrange for the auditing or independent examination of the statements of account of the Society.
- (f) The financial year of the Society shall run from 1 January to 31 December.

## **9. PROPERTY**

- (a) The Committee shall cause the title to all land held by or in trust for the Society and all investments held by or on behalf of the Society to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the Committee as holding trustees. Holding trustees may be removed by the Committee at its pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of the members of the Committee.
- (b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any stockbroking company) as nominee for the Committee and may pay such nominee reasonable and proper remuneration for acting as such.

## **10. ANNUAL GENERAL MEETING**

- (a) There shall be an annual general meeting of the Society which shall be held in the month of April in each year or as soon as practicable thereafter.
- (b) Every annual general meeting shall be called by the Committee. The Secretary shall give at least twenty-one days' notice of the annual general meeting to all members of the Society. All members of the Society over the age of fifteen shall be entitled to attend and vote at the meeting.
- (c) The Committee shall present to each annual general meeting the annual report and accounts of the Society for the preceding year.
- (d) The Secretary, or other person specially appointed by the Committee, shall keep a full record of proceedings at every annual general meeting.



- (e) The Chair shall act as chair at general meetings. If the Chair is absent, then the Vice Chair shall act as chair. If the Vice Chair is also absent, then the Committee shall elect a person to act as chair for the duration of the meeting.

## **11. EXTRAORDINARY GENERAL MEETINGS**

- (a) The Committee may call an extraordinary general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.
- (b) The Secretary, or other person specially appointed by the Committee, shall keep a full record of proceedings at every extraordinary general meeting of the Society.
- (c) The Chair shall act as chair at extraordinary general meetings. If the Chair is absent, then the Vice Chair shall act as chair. If the Vice Chair is also absent, then the Committee shall elect a person to act as chair for the duration of the meeting.

## **12. NOTICES**

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary on any member either personally or by sending it through the post in a prepaid letter to such member at her or his last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

## **13. ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at either an annual general meeting or an extraordinary general meeting. The notice of the general meeting must include notice of the resolution, setting out the

terms of the alteration proposed.

## **14. DISSOLUTION**

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than twenty-one day's notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Committee shall have power to realize any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine, or failing that shall be applied for some other charitable purpose.



