

**Reg No...9119R.....**

**All previous Rules rescinded**

# **CONSTITUTION AND RULES**

**of the**

***Romsey Town And District Gardening Society Ltd***

**Affiliated to**

**The National Society of Allotment and Leisure Gardeners Ltd**

**O'Dell House**

**Hunters Road**

**Corby**

**Northamptonshire**

**NN17 5JE**

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# RULES AND CONSTITUTION

## NAME, OBJECTS AND POWERS

### 1. Name

The name of the Society shall be the Romsey Town And District Gardening Society Ltd.

### 2. Registered Office

The Registered Office of the Society shall be at:

Stourbridge Grove

Cambridge

CB1 3JA

### 3. Change of Registered Office

In the event of any change in the situation of the registered office, the Secretary shall send to the Registrar notice of such change within 14 days in the form prescribed by the Treasury Regulations.

### 4. Official Communications

Official Communications shall normally be received and signed on behalf of the Society by the Secretary or in the absence of the Secretary by the Chair or Treasurer.

### 5. Aim of Society

The aim of the Society is to assist all members in the pursuit of allotment gardening as a recreation and to promote health, education and community fellowship.

### 6. Objects

**The objects of the Society are to:**

- a) cooperate actively with groups and organisations with a view to increasing the provision of allotments and improving standards and facilities;
- b) establish a working relationship with Cambridge City Council as landlords with the object of improving facilities, carrying out essential landlord maintenance, preparation of allotment gardens for letting, producing publicity about availability of allotments and early consultation on allotment matters including proposed site changes, rent levels and reviewing the tenancy agreement which sets out responsibilities of the landlord and the tenant;
- c) administer any distribution service, communal maintenance machinery and equipment including a seed scheme for Members;
- d) help new gardeners on the site in whatever way is appropriate.

### 7. Powers

The Society shall have full power to do all things necessary or expedient for the accomplishment of its objects.

## USE OF NAME

### 8. Use of Name

The Registered name of the Society shall be:

- a) kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in legible letters, and
- b) engraved in legible characters on its seal, and
- c) mentioned in all business letters of the Society, notices, advertisements, and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Society, and in all bills, invoices, receipts and letters of credit of the Society.

## **MEMBERSHIP**

### **9. Members**

The Society shall consist of such persons or organisations as the committee may admit to membership of Romsey Town And District Gardening Society Ltd and who have signed tenancy agreements to be allotment gardeners on the Society's Stourbridge Grove or Fairfax Road allotment sites.

### **10. Members' share holding**

Every Member shall hold one share only which shall be forfeited on cessation of membership from whatever cause. Only a single share shall be held by a Member whether

- a) they hold a whole plot, part of a plot or multiple plots or
- b) there is more than one named person on the tenancy agreement or
- c) the tenancy agreement is held by an organisation.

In the case of (b) and (c), the person with voting rights at general meetings shall be the first named in the tenancy agreement.

### **11. Rentals**

Members will be required to pay such annual rental as may be determined by the Annual General Meeting as part of the Treasurer's report and be included in the agenda convening the meeting. Members joining part way through a financial year will pay one twelfth for each month or part of a month remaining in the current financial year.

### **12. Members' address**

Every person on becoming a Member shall notify the Secretary in writing of their postal address and, if available, their e-mail address, and subsequently of any change.

### **13. Cessation of Membership**

A Member shall cease to be a Member in the following eventualities:

- a) the Member's death;
- b) the Member's resignation;
- c) the non payment of the annual rental for a period of 3 months after has become due;
- d) the expulsion of the Member under Rule 14.

### **14. Expulsion of Members**

A General Meeting may, by a vote of two thirds of the Members present and entitled to vote, expel any Member for conduct detrimental to the Society, provided that a notice specifying the conduct for which it is intended to expel, is sent to the Member at the address entered in the register of Members at least one calendar month before the date of the meeting.

## **REGISTER OF MEMBERS**

### **15. Register of Members and of Officers**

The Society shall keep at its registered office a register of Members in which the Secretary shall enter the following particulars:

- a) name, address and other contact information for each Member;

the date at which each person was entered in the register as a Member, and the date at which any person ceased to be a Member.

The Society shall keep at its registered office a register of Members in which the Secretary shall enter the names and address of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.

## **SHARES**

### **16. Shares**

Shares shall neither be transferable nor withdrawable. They shall be of the value of £2 which shall be payable on application for the share. Shares to the value of £2 in existence prior to registration of this complete amendment of rules shall be cancelled and a share of the value of £2 shall be issued in lieu of each such share, the paid amount paid up in excess of £2 being forfeited in the funds of the Society.

17. **Cancellation of Shares**

Upon cancellation of any shares in accordance with these Rules the Secretary shall make an appropriate entry relating thereto in the register of Members.

**GOVERNANCE AND DAY TO DAY MANAGEMENT**

18. **Governance**

Governance of the Society shall be vested in the General Meetings.

19. **Day to Day Management**

Day to day Management is delegated to the Committee of Management.

**COMMITTEE OF MANAGEMENT AND OFFICERS**

20. **Committee of Management**

The Committee of Management must be Members of the Society and shall consist of a Chair, Secretary, Treasurer and seven Committee Members or such number as may be determined at a General Meeting.

21. **Election**

The posts within the Committee of Management, as specified in clause 20, will be elected from Members of the Society at the Annual General Meeting. The Committee of Management will take office at the end of the Annual General Meeting at which they are elected until the end of the next Annual General Meeting.

The two sites, Stourbridge Grove and Fairfax Road will be equally represented on the Committee of Management.

22. **Mid - Term Vacancies**

The Committee of Management may fill any vacancy arising during the year. Members appointed will be full voting members of the committee and count towards a quorum.

23. **Co option**

The Committee of Management may co-opt any Member to the Committee to assist in its work. Such co-opted Members will be non voting and not count towards a quorum.

24. **Powers of Committee**

The Committee of Management shall have full power to supervise and manage the day to day work of the Society according to the rules for the purpose of accomplishing its objectives.

25. **Attendance**

Any Committee of Management Member who has failed to attend two meetings in any year for any reasons unacceptable to the Committee , will cease to be a Committee member.

26. **Removal from Committee**

The Committee of Management may remove any officer or committee member from the Committee by a simple majority following an open discussion of the issues which includes the individual member's opportunity to put their point of view. If required, the vote may be a secret vote but the voting numbers will be recorded in the minutes.

**MEETINGS OF COMMITTEE OF MANAGEMENT**

27. **Frequency of meetings**

The Committee of Management will meet quarterly or more frequently if required by decision of the Committee.

28. **Quorum at Committee Meetings**

A quorum for meetings of Committee of Management shall be five or such other number as may be agreed at a General Meeting.

**29. Conduct of Meetings**

- a) All meetings will be minuted and the minutes available to the Society's Members.
- b) At all meetings of the Committee, every question shall be decided by a majority of votes. If the votes are equal, the Chair shall have a casting vote in addition to their vote as a Member except in the case of removal of an officer or committee member (see paragraph 27).
- c) In the absence of the Chair, an acting Chair elected at the committee meeting shall preside for that meeting.

**30. Emergency Actions**

The Chair and/either the Secretary or Treasurer may take any executive emergency actions required where it is not practicable for the business to be decided upon at a regular or special committee meeting. Details of the action will be reported and recorded at the next meeting of the Committee of Management.

**FINANCE**

**31. Financial Records**

The Treasurer will keep in date order a record of all income and expenditure related to Society's financial transactions and all expenditure must be supported by a supplier's receipt or appropriate voucher which shows the date of expenditure, the total amount and the purpose for which payment was made.

Receipts for rental payments will be given, recording the name of the Member, the date paid and the duration of the rental.

**32. Banking**

The Treasurer shall open a cheque book account with a bank or building society in the name of the Society. Authorised signatories are the Treasurer and other specified signatories. The signing limits for two signatories will be agreed and minuted by the Committee of Management.

**33. Annual Accounts Format**

Unless otherwise determined by the Treasurer and Auditor, a simple Income and Expenditure account and a balance sheet will suffice. In the event of other activities needing to be presented separately then a separate simple sub account shall be introduced with agreement of the Committee of Management.

**34. Reports to Committee**

At each committee meeting, the Treasurer shall make a verbal report on income and expenditure and liabilities up to the Wednesday before the meeting, and make available at the meeting the most recent bank statement. The Treasurer's verbal financial report shall be recorded in the minutes

**35. Special Expenditure**

A costing will be produced for any special projects being considered and the Treasurer will advise the Committee on possible ways of funding

**36. Financial Advice**

Where the Society requires financial advice outside the normal experience, the Treasurer shall seek the professional advice required and advise the Committee accordingly.

**37. Presentation of Accounts for Audit**

The Treasurer shall close the annual account on 15 January each year and prepare income and expenditure statements and a balance sheet for presentation to the Auditor on or before 30th April in the same year if required to do so.

The audited or unaudited as voted for by the membership at the previous year's AGM accounts shall be circulated each year as part of the agenda for the Society's Annual General Meeting signed by the Auditor and Treasurer in the case of audited accounts or in the case of unaudited accounts signed by the secretary and two committee members.

**38. Mid Term Vacancy**

Where for any reason the Treasurer ceases to hold office the Committee of Management will appoint an Acting Treasurer and ask the Auditor to carry out an interim audit in preparation for the new Treasurer taking up office.

**39. Annual Rental**

The Treasurer shall advise the Committee of any changes required in the annual rental for the current financial year or the following financial year and the Annual General Meeting shall decide on the annual rental due from the 1<sup>st</sup> October following the AGM.

**INVESTMENTS**

**40. Investments**

The Committee may invest any funds of the Society in or upon any of the securities referred to in Section 31 of the Industrial and Provident Societies Act 1965, but not otherwise. Any profits are to be reinvested in the Society.

**AUDITOR**

**41. Appointment and Removal of Auditor**

- a) The members shall vote annually, as allowed by the Deregulation (Industrial and Provident Societies) Order 1996, at the Annual General Meeting, to have when necessary in law, or where the membership requires, an audit carried out by a registered auditor or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such exist. If a full audit is required, a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968 or section 36 of the Friendly Societies act 1974, shall be appointed.
- b) The Auditor must not be an officer of the Society or a member of the Committee of Management, and nor shall they be partners of, or in the employment of, or employ , an officer or servant of the society, but otherwise any person, Member or not who has agreed to carry out the duty may be nominated and appointed year by year at the Annual General Meeting.
- c) Where for any reason the Auditor ceases to hold office the Committee of Management will appoint a replacement Auditor as soon as is practicable and record the action in the minutes.
- d) If the membership voted for unaudited accounts, the society's income/expenditure ledger should be scrutinised by the Secretary and two committee members only and signed, as a true record, by the secretary and two committee members or such other number as may be required by legislation.

**AUDIT OF ACCOUNTS**

**42. Audit**

An Auditor, when appointed, shall receive the draft accounts, payments, receipts files, bank statements and bank book from the Treasurer by the on or before 30th April each year, and will examine them and agree final accounts as an accurate and fair record based on the documents of the Society's financial transactions for the year.

The Auditor of the Society shall report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the society for the year of account in respect of which they are appointed in accordance with section 9 of the Friendly and Industrial and Provident Societies Act 1968.

**43. Tax Liability**

The Treasurer and Auditor will address the Society's tax liabilities with the appropriate tax authorities.

**44. Approval of Audit Accounts**

The Annual General Meeting will consider the annual accounts presented by the Treasurer. Adoptions of the audited accounts will be proposed by a Member other than the Treasurer and Auditor. The Auditor may raise at the Annual General Meeting any financial matters which require the attention of the Society.

**45. Availability of Audited Accounts**



The audited Accounts will be posted on the website within 14 days of the Annual General Meeting and will be available within the Registered Office for inspection during the shop's opening hours.

## **GENERAL MEETINGS**

### **46. Annual General Meetings**

The Annual General Meetings shall be held at such times as the Committee of Management or a General Meeting shall determine but not later than 30<sup>th</sup> June.

### **47. Special General Meeting**

A Special General Meeting shall be held whenever the Committee of Management thinks expedient or whenever a written requisition signed by 15 Members for such a meeting is delivered to the Secretary. A Special General Meeting shall be convened by Committee of Management within four weeks of receipt of request. Should the Secretary fail to convene the meeting within four weeks after delivery to the Secretary of such requisition, the Members signing the requisition may convene a meeting by giving notice as specified in Rule 48.

### **48. Notice of General Meeting**

At least fourteen day's notice in writing shall be given of every General Meeting, stating the business to be transacted at such meeting. The notice shall be sent to every Member at their email address entered in the list of Members, and posted on both the Stourbridge and Fairfax sites on the gates and noticeboards.

### **49. Agenda Items**

Agenda items must be notified in writing to the Secretary 7 days prior to the meeting.

### **50. Notices of Motions**

Any motion must be notified in writing to the Secretary 7 days prior to the meeting signed by the proposer and seconder.

### **51. Proposed Changes in Rules**

Any proposed change in rules must be notified in writing to the Secretary 30 days prior to the meeting signed by proposer and seconder.

### **52. Voting at General Meetings**

Every Member present at a General Meeting and not otherwise disqualified shall have one vote. Where the votes cast in any general matter are equal then the Chair shall have the casting vote in addition to their vote as Member. The Chair does not have a casting vote in elections.

### **53. Presiding Officer at General Meetings**

The Chair elected shall preside at General Meetings. If the Chair is absent then a chair elected by the meeting, shall preside.

### **54. Quorum at General Meetings**

A quorum at General Meetings shall consist of twenty-five Members or 15% of membership whichever is the greater.

### **55. Discussions at Meetings**

No sectarian or party political questions shall be introduced into any meeting and no action of the society shall be directed towards the propagation of political or religious doctrines, or any type of discrimination or take part in any political party or religious denominational activities.

## **ANNUAL RETURNS AND BALANCE SHEET**

### **56. Submission of Returns**

Every year within the time allowed by legislation the Treasurer shall send to the Registrar the annual return in the form prescribed by the Financial Conduct Authority relating to its affairs for the period required by the Act.

## **THE SEAL**

57. **Use of the Seal**

The Seal of the Society shall be a steel engraved one, and shall not be affixed to any document without the express authorisation of the Committee, and the date of such authorisation shall be mentioned on the Instrument to which the Seal is attached and shall be attested by the signature of two members of the Committee and the Secretary.

58. **Custody of the Seal**

The Seal shall be kept in the custody of the Secretary, or such other officer as the Committee shall direct.

**MEMBERSHIP of THE NATIONAL SOCIETY OF ALLOTMENT & LEISURE GARDENERS LTD**

59. **Membership of NSALG**

The adoption of these Rules shall constitute an agreement to apply for one fully paid 10p share in the National Society of Allotment & Leisure Gardeners Ltd and an agreement to pay such annual affiliation fees as maybe prescribed by the rules of the National Society.

**STATUTORY APPLICATIONS TO THE REGISTRAR**

60. **Inspection of Books.**

Any twenty Members of the Society each of whom has been a Member of the Society for not less than twelve months immediately preceding the date of the application, may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an actuary or accountant to inspect the books of the Society and to report thereon, pursuant to Section 47 of Industrial and Provident Societies Act 1965.

61. **Inspection of Affairs**

It shall be the right of 15 Members by an application in writing to the Chief Registrar, signed by them in the forms respectively provided by the Treasury Regulations to apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon.

**ARBITRATION**

62. **Arbitration**

In case any dispute arises between the Society or any of its officers and any Member or persons representing a Member or under the Rules, or in case of any complaint against any Member, application may be made to the Committee of Management for redress, and should the Committee not bring the parties to agreement, the matter in dispute may be submitted to arbitration.

One arbitrator shall be appointed by each of the parties concerned, and one by the Committee of Management, or some other form of arbitration acceptable to all parties may be set up.

The decision of the arbitrators shall be final, and the costs of such arbitration shall be shared between the parties as determined by the arbitrators. In this rule the word 'Member' includes any person aggrieved who has for not more than 6 months ceased to be a Member.

**DISSOLUTION OF THE SOCIETY**

63. **Dissolution**

The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution or by winding –up in the manner provided for by the Industrial and Provident and Societies Act 1965 Act.

**COPIES OF RULES**

64. **Copies of Rules**

A copy of the Constitution and Rules of the Society shall be available on the Society's website and in the Registered Office.

**AMENDMENTS OF RULES**

65. **Mode for Amending Rules**

The Rules may be amended by resolution of a three fourths majority of those attending a General Meeting called for that purpose. No amendment is valid until registered. The Secretary shall register any amendment with the Financial Conduct Authority within 14 days of the resolution.

## **BYE-LAWS**

### **66. Bye-Laws**

The Committee may from time to time make bye-laws relating to the tenancy of allotment gardens, provided that no such bye-laws shall be inconsistent with these rules.

### **67. References within these Rules**

- a) Any reference to the Chief Registrar, Central Office, Assistant Registrar (Scotland) or the Registry of Friendly Societies includes reference to the statutory successor carrying on the relevant function of any of them.
- b) Any reference to specific Acts of Parliament includes reference to any successor Acts of Parliament that seek to amend or incorporate the original Acts.
- c) Any reference to copies of Rules, or copies of Amendments to Rules, refers to copies in any format that is acceptable to all parties concerned. In particular, copies may be delivered in electronic format.