

## **Alpine Garden Society Affiliated Groups: Constitution.**

### **Name**

- 1.1 The name of the group shall be the Alpine Garden Society, Essex Group (“the Group”)
- 1.2 The Group shall at all times operate in association with the Alpine Garden Society – Registered Charity No. 207478 (“the Society”), in accordance with the Society’s own provision for affiliation.

### **Objectives**

- 2.1 The Objects of the Group shall be:
  - 2.1.1 To advance the education of the public in the conservation, cultivation and propagation of alpine plants through study, meetings, publications, lectures, shows, displays, plant exchanges and visits to collections.

### **Powers**

- 3.1 The Group shall promote the objects by carrying out some, or all the following activities:
  - 3.1.1 To hold meetings and events of an educational nature for its members
  - 3.1.2 To provide advice
  - 3.1.3 To publish or distribute information
  - 3.1.4 To promote and carry out research
  - 3.1.5 To co-operate with other bodies formed for similar purposes
  - 3.1.6 To raise funds (but not by means of taxable trading, which is defined as buying and selling, holding stock for commercial sale/disposal on which a charge to tax would arise or when trading would affect the charitable status of the organisation)
  - 3.1.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
  - 3.1.8 To hire property of any kind and to let or dispose of property of any kind (but in accordance with the restrictions imposed by the Charities Act 1993)
  - 3.1.9 To set aside funds for special purpose or as reserve future expenditure
  - 3.1.10 To deposit or invest funds in any lawful manner
  - 3.1.11 To insure the Groups property against any foreseeable risk and to take out any insurance policies to protect the Group where required
  - 3.1.12 To employ paid or unpaid agents, staff, or advisers
  - 3.1.13 To enter into contracts to provide services to or on behalf of other bodies
  - 3.1.14 To pay the costs of forming the Group

- 3.1.15 To do anything else within the law which promotes or helps to promote the Objects.
- 3.2 The affairs of the Group shall be managed between meetings by the committee ("the Group Committee") established in accordance with this constitution

### **Membership**

- 4.1 Full membership of the Group is open to any person who shall be a fully paid-up member of the Society and (subject to 4.2 below) Associate membership of the Group is open to any person who is not a member of the Society but in either case, members shall declare their intention to promote the objects
- 4.2 The Group Committee may establish different classes of membership (such as Associate or Junior membership who participate in Group activities but shall not have voting rights as to election of Group Officers or members of Group Committee and on any matters relating to changes to the constitution) and set appropriate rates of subscription (including rates for Visitors)
- 4.3 The group Committee must keep a register of members
- 4.4 A member whose subscription is 6 months in arrears, ceases to be a member but may be readmitted on payment of the sum owing
- 4.5 A member may resign at any time upon giving notice in writing to the Group
- 4.6 The Group Committee may terminate the membership of any individual whose continued membership would, in the reasonable view of the Group Committee, be disadvantageous to the Group (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

### **General meetings**

- 5.1 All members are entitled to attend general meetings of the Group in person
- 5.2 An Annual General Meeting must be held as the Group Committee determine, in the same month, every year (except that the first Annual General Meeting may be held at any time within eighteen months after the formation of the Group)
- 5.3 General meetings are called by not less than 14 clear days' written notice to the members specifying the business to be transacted
- 5.4 The quorum at a general meeting is 10 voting members, personally present, or one tenth of the members (whichever is the higher number)
- 5.5 The Chair or (if the Chair is unable to, or unwilling to do so) some other member elected by those present shall preside at a general meeting
- 5.6 Except where otherwise provided in this constitution, every issue at a general meeting is to be determined by a simple majority of the votes cast by the members present, in person and (save otherwise determined by the meeting) voting shall be by a show of hands and requires 50% of those voting to be fully paid-up Members of the AGS
- 5.7 Except for the Chair of the meeting, who has a second casting vote, every member present is entitled to one vote on every issue

- 5.8 At an Annual General Meeting, the members shall:
- 5.8.1 Receive the accounts of the Group for the previous financial year
  - 5.8.2 Receive the report of the Group Committee on the Group's activities since the previous Annual General Meeting
  - 5.8.3 Appoint Officers (being the Chair, Secretary and Treasurer and other officers, as appropriate) who shall, in each case, be a person who have signified in writing their willingness to serve in an honorary capacity and be fully paid-up Members of the Alpine Garden Society and in the case of the Secretary and Treasurer, shall be approved in writing by the Society

and each of whom shall hold office, re-elected annually, as follows:

5.8.3.1. In the case of the Chair and Vice-chair, for no more than three consecutive years (save that in exceptional circumstances, the Chair may serve for a further one year if so elected) and,

5.8.3.2 In the case of the Secretary, Treasurer and other Officers, for no more than five consecutive years

and such periods of office can only be extended with the express permission and with written approval of the Society

- 5.8.4 Elect Group Committee members to serve for a three-year period, replacing those that retire from office, by rotation
  - 5.8.5 Officers and Group Committee members shall be eligible for re-election, if nominated, for a further term, after a break of at least twelve months
  - 5.8.6 Appoint an Auditor or independent examiner for the Group, where required
  - 5.8.7 If appropriate, confer on any individual (with his or her consent) honorary titles (such as life member or patron) in relation to the Group
  - 5.8.8 Discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An Extraordinary General Meeting may be called at any time by the members and must called within 14 days after a written request to the Group Committee from at least 10 voting members (or one tenth – whichever is the smaller). The business for which the meeting is convened shall be stated in the request and also in the notice calling the meeting and no other business shall be transacted at such an Extraordinary General Meeting

### **The Group Committee**

- 6.1 The Group Committee members, all of whom must be full members of the Alpine Garden Society, must act as charity trustees, having control of the Group and its property and funds
- 6.2 The Group Committee when complete, shall consist of the Officers and not less than four individual members (but must not be paid employees) of the Group

- 6.3 The Group Committee shall have the power to co-opt additional, non-voting, committee members, for special purposes as they consider fit
- 6.4 A Group Committee member automatically ceases to be a member of the Group Committee if he or she:
- 6.4.1 Is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 6.4.2 Is incapable, whether mentally or physically, of managing his or her own affairs
  - 6.4.3 Is absent from three consecutive meetings of the Group Committee, unless such absence is acceptable by the Group Committee as reasonable
  - 6.4.4 Ceases to be a member of the Society
  - 6.4.5 Resigns, by written notice to the Group Committee (but only if at least two Group Committee members will remain in office to make decisions/take responsibility between annual meetings)
  - 6.4.6 Is removed by a resolution passed by all the other members of the Group Committee, after inviting the views of the Group Committee member concerned and considering the matter in the light of any such views
- 6.5 A retiring Group Committee member is entitled to an indemnity from the continuing Group Committee members at the expense of the Group, in respect of any liabilities properly incurred while he or she held office
- 6.6 Technical defects in the appointment of a Group Committee member of which the Group Committee were unaware at the time, does not invalidate decisions taken at a meeting

### **Group Committee Meetings**

- 7.1 The Group Committee must hold at least two meetings each year
- 7.2 The quorum at a Group Committee meeting is deemed to be at least 50% attendance – to include at least two Officers and two elected Group Committee members
- 7.3 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Group Committee, chosen by the members present, presides at each Group Committee meeting
- 7.4 Every issue may be determined by a simple majority of the votes cast at a Group Committee meeting, except when a resolution which is in writing and signed by all members of the group Committee is deemed as valid and the same as a resolution passed at a meeting, when, for this purpose, the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.5 Except for the Chair of the meeting, who may have a second casting vote, every Group Committee member shall have one vote on each issue

## **Power of the Group Committee**

- 8.1 The Group Committee has the following powers in the administration of the Group:
  - 8.1.1 To delegate any of their functions to sub-Group Committees, consisting of two or more persons appointed by them (but at least one member of every sub-Group Committee must be a Member of the Society and all proceedings of sub-Group Committees must be reported promptly to the Group Committee). No sub-Group Committee may incur expenditure on behalf of the group, except in accordance with a budget previously agreed by the Group Committee
  - 8.1.2 To make rules consistent with this constitution, about the Group Committee and sub-Group Committees
  - 8.1.3 To make local rules and regulations (standing orders), consistent with this constitution, about running of the Group
  - 8.1.4 To resolve or establish procedures to assist resolution of disputes within the GROUP

## **Property and Funds**

- 9.1 The property and Funds of the Group must be used only for furthering the Objects and do not belong to the individual member of the Group or to the Group Committee
- 9.2 A banking account, in the name of the Group, shall be held at a bank or building society approved in writing by the Society and cheques must be signed by no fewer than two Officers of the Group
- 9.3 No Group Committee member may receive any payment of money or other material benefit (whether direct, or indirect) from the Group except:
  - 9.3.1 Reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Group
  - 9.3.2 A reasonable rent or hiring fee for property let or hired to the Group
  - 9.3.3 In exceptional cases, other payments, or material benefits (but only with the prior written approval of the Charity Commission)
- 9.4 Whenever a Group Committee member has a personal interest in a matter to be discussed at a Group Committee meeting, the Group Committee member must:
  - 9.4.1 Declare an interest before discussion begins on the matter
  - 9.4.2 Withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.4.3 Not be counted in the quorum for that part of the meeting
  - 9.4.4 Withdraw during the vote and have no vote on the matter
- 9.5 Any Trust Corporation which is appointed as a Holding Trustee or any nominee for the Group may be paid reasonable fees

- 9.6 Funds which are not required for immediate use, or which will be required for use at a future date must be placed on deposit or invested in accordance with this constitution until needed
- 9.7 Investments and other property of the Group, which as a charity does not have corporate status, may be held:
- 9.7.1 In the names of the Group Committee members for the time being, or
  - 9.7.2 In the name of at least two or up to four Holding Trustees for the Group who must be appointed (and may be removed) by a resolution of the Group Committee with the written approval of the Society and of the members in general meeting
  - 9.7.3 In the name of a Trust Corporation or a Holding Trustee for the Group which must be appointed (and may be removed) with the written approval of the Society and of the members in general meeting by deed executed by the Group Committee

### **Records and accounts**

- 10.1 The Group Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the commission of:
- 10.1:1 Annual reports
  - 10.1:2 Annual returns
  - 10.1:3 Annual statements of account
- 10.2 The Group Committee must keep proper records of:
- 10.2:1 All proceedings at general meetings
  - 10.2:2 All proceedings at Group Committee meetings
  - 10.2:3 All reports of sub-committees
  - 10.2:4 All professional advice obtained
- 10.3 Annual reports and statements of account relating to the group shall be made available for inspection by any member of the Group and a copy submitted to the parent Society
- 10.4 A copy of the latest available statement of accounts must be supplied to any person who shall make a written request and pay the Group's reasonable costs (as required by the Charities Act 1993)

### **Notices**

- 11.1 Notices under this constitution may be sent by hand, or by post, or by suitable electronic means or (where applicable to members generally) may be published in a newsletter distributed by the Group or announced at a regular meeting of the group
- 11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)

- 11.3 Any notice given in accordance with this constitution is to be treated for all purposes as having been received:
- 11.3.1 Twenty-four hours after being sent by electronic means or delivered by hand to the relevant address or announced at a regular meeting of the Group
  - 11.3.2 Two clear days after being sent by first class post to that address
  - 11.3.3 Three clear days after being sent by second class post to that address
  - 11.3.4 One week after the date of distribution personally or, if earlier, as soon as the member acknowledges actual receipt
- 11.4 Technical defects in the giving of notice of which the member or the Group Committee members are unaware at the time does not invalidate decisions taken at a meeting

### **Amendments**

- 12.1 This constitution may not be amended without prior consent of the Society, after gaining two thirds majority – firstly, at Group and then at Society main Committee level, followed also, where appropriate, with the full approval of the Charity Commissioners
- 12.2 No amendment shall be made to Clause 1.1 (Name), 2.1 (Objects), 9.3 (trustees not to benefit clause), 9.4 (trustee not to be personally interested clause), clause 13 (dissolution) or this clause without the prior written consent of the Society and Charity Commission on the recommendation of the Alpine Garden Society – registered charity No 207478
- 12.3 No amendment shall be made which would have the effect of making the Group cease to be a charity at law

### **Dissolution**

- 13.1 If at any time the members at a general meeting decide, by two-thirds majority, to dissolve the Group, the members of the Group Committee will remain in office and act as charity trustees and will be responsible for the orderly winding-up of the Groups affairs
- 13.2 After making provision for all outstanding liabilities of the group, the Group Committee must transfer the remaining property and funds to the Alpine Garden Society – Registered Charity No 207478, for its general purpose. If the Alpine Garden Society should cease to exist, the assets shall be given or transferred to such other charitable institution or institutions having objects similar to the Group as members may determine, or failing that, to some other charitable purpose
- 13.3 A final report and set of accounts relating to the Group must be sent to the Charity Commissions

