Corbridge Gardening Society

CONSTITUTION 2001

(incorporating amendments made in 2005 and 2010 and 2014)

(1) The name of the Society shall be **The Corbridge Gardening Society (The Society).**

(2) **Aims and Objectives**

**(2.1)** The aims and objectives of the Society shall be to promote encourage and foster all aspects of amateur gardening and allied activities.

**(2.2)** The Society may, in furtherance of such aims and objectives:

**(2.2.1)** purchase, lease, hire or otherwise acquire, sell or dispose of real or personal property

**(2.2.2)** receive donations, endowments, fees, subscriptions and legacies from persons desiring to promote the aims and objectives of the Society and hold funds in trust for such purpose

**(2.2.3)** do all such other lawful things as may be necessary or desirable.

**(3) Membership and Membership subscriptions**

**(3.1)** Membership shall be open to all such persons as the Committee shall deem fit to admit.

**(3.2)** Classes of membership shall be determined at the Annual General Meeting (AGM) together with appropriate subscriptions for each class.

**(3.3)** membership subscriptions shall be payable at the start of each calendar year but no later than 31st March after which unpaid memberships shall lapse.

**(3.4)** New members joining the Society on or after 1st October shall, on payment of their subscription, be deemed to be members until the end of the following year.

**(3.5)** The Society shall keep a register of the names and addresses of members and officers listing office held and the date of election thereto.

**(3.6)** The Committee may terminate the membership of any member who acts in a manner deemed by the Committee to be prejudicial to the Society

**(4) Management**

**(4.1)** Voting rights in matters relating to the management of the Society shall be limited to paid up members

**(4.2)** The Society shall be managed by a Committee elected by members at the AGM

**(4.3)** In the event of a vacancy for the position and on the recommendation of the Committee members shall, at the AGM, elect a President to serve for a term of five years. The President shall have the right, ex officio, to attend all meetings of the Committee.

**(4.4)** The Committee shall consist of not less than ten and not more than fifteen members. A quorum for a meeting of the Committee shall be five.

**(4.5)** The Committee shall have power to co-opt up to five further members; such co-opted members' terms of office shall expire at the next AGM

**(4.6)** The period of appointment of a Committee member, upon election, shall be three years; the member shall then stand down for a minimum of one year before being eligible for re-election. In exceptional circumstances, the Committee may recommend to the AGM an extension to a Committee member's appointment of up to three years.

**(4.7)** The Society shall have three Principal Officers, namely Chair, Hon. Secretary and Hon. Treasurer. Following the AGM the Committee shall meet within fourteen days, and from the elected members, appoint any new Principal Officers as necessary.

**(4.8)** The period of appointment for Principal Officers shall be three years, irrespective of the date of their election to the Committee, after which the Officer shall normally be required to stand down for at least one year before being eligible for re-election. In exceptional circumstances the Committee may recommend to the AGM an extension to an Officer's appointment of up to three years to ensure that no more than one Principal Officer is required to retire each year.

(**4.9)** The Committee shall have power to appoint such additional Officers, assistants and sub-committees as it deems necessary. All sub-committees shall be chaired by a member of the Committee and the quorum for such committees shall be one third of their members or two whichever is the greater.

(**4.10)** Matters shall be decided at Committee meetings by a simple majority vote; in the event of a tie the Chairman shall have a second and casting vote.

(**4.11)** The Secretary shall be responsible for ensuring that Minutes are kept of annual general meetings, special general meetings and committee meetings. Minutes of sub-committee meetings shall be the responsibility of the appropriate chairman.

(**4.12)** In the event of a Committee member resigning, the Committee shall have the power to fill such casual vacancies, including Principal Officers, from the membership. Such an appointee shall complete the term of office of the member replaced, subject to approval at the next AGM.

**5. The Annual General Meeting.**

**(5.1)** The AGM shall be held within three months of the end of the Society's financial year.

(**5.2)** The AGM shall be chaired by either the President or the Chairman; in the absence of these officers the meeting shall elect a Chairman from amongst the paid up members present. The quorum for the meeting shall be 15% of the paid up membership.

(**5.3)** At least fourteen days’ written notice shall be given of the AGM. Proposals, duly seconded, for inclusion in the agenda must be received by the Hon. Secretary at least seven days prior to the date of the meeting.

(**5.4**) Any paid up member may propose a similar member(s) for election to the Committee by sending a nomination in writing, duly seconded, to the Hon. Secretary together with the nominee's agreement to stand, at least seven days before the meeting. Notwithstanding the foregoing, at the discretion of the Chairman of the AGM, valid nominations may be accepted at the meeting.

(**5.5)** A Special General Meeting of the Society may be convened at any time by Resolution of the Committee, or by a requisition signed by at least 10% of the paid up members stating the purpose of such a meeting. At least fourteen days written notice of such a meeting shall be given to members together with details of its purpose. A quorum of at least 15% of the paid up membership shall be required to conduct the business of the meeting.

**6. Finance.**

(**6.1)** The financial year of the Society shall be from 1 January to 31 December.

(**6.2)** The Hon. Treasurer shall be responsible for keeping a complete and accurate record of the Society's finances and presenting a statement of accounts and report to members at the AGM.

(**6.3)** The accounts shall be audited by an independent reporting accountant appointed by the members at the AGM.

(**6.4)** No money or property of the Society or any gain arising from the carrying on of the business of the Society shall be disposed of other than for the benefit of the Society unless authorised after due notice at a General Meeting.

**7. Amendments.** Any amendments to the Constitution [other than any relating to dissolution (section 8)], duly advised to members for discussion in General Meeting, will require a **two thirds majority of those paid up members present and voting.**

**8. Dissolution.**  The Society may at any time be dissolved with the consent of two thirds of the **total paid up membership** at a General Meeting. After satisfaction of all liabilities of the Society any assets remaining shall be transferred, as the Society shall decide, to one or more registered charitable institutions having aims and objectives similar to those of the Society.

**Adopted at the Annual General Meeting held on 15 March 2001.**

Copies of this Constitution may be obtained on written request from the Hon. Secretary

**Amendments**

**17 March 2005** Paragraph 4.7 amended to read 'The Society shall have three Principal Officers, namely; Chairman, Hon. Secretary and Hon. Treasurer. Following the AGM the Committee shall meet within 14 days and, from the elected members, appoint any new principal officers as necessary'

**18 March 2010** Paragraph 4.3 amended to read: 'In the event of a vacancy for the position and on the recommendation of the Committee, members shall, at the AGM, elect a President to serve for a term of five years. The President shall have the right ex officio to attend all meetings of the Committee'

**20 March 2014** Paragraph 4.6 amended to read ‘an extension to a Committee member's appointment of up to three years’ (to replace two years).

Paragraph 4.8 amended to read ‘an extension to an Officer's appointment of up to three years’ (to replace two years)

Paragraph 5.2 has been amended to remove the words ‘or in their absence by the Vice Chairman’

Paragraph 6.3 has been amended to read ‘an independent reporting accountant’ (to replace an independent accountant)