

THE EHS CONSTITUTION - Changes and the Reasons for them

Reasons for Change

The primary reason for this proposed change to the Constitution has been the substantial bequest that was left to the Society by Geoffrey Nuttall and the need to ensure that this is used appropriately now and in the future by the Society and its Committee.

The Committee has taken professional advice and has been guided away from adopting Charitable status to achieve this and instead towards strengthening the protection of the Society's funds and property against misuse by changes to the Constitution, in particular by inclusion of an Asset Lock.

Further changes have been introduced by checking our Constitution against a guide / sample constitution recommended for use by charities, which revealed some omissions.

In addition a careful review of the Constitution by the Committee has revealed the need to align a few parts with current practice and to make some clarifications.

Highlighted Changes

The revised version which follows is based on the Society's present Constitution, last revised at the AGM of November 2014.

The changes are highlighted in two ways:

1. By coloured text where changes have been made:

- Green where existing text has been changed
- Red where new text has been added

There have been no deletions except where text has been replaced

2. By boxed comments in the RH margin giving the reason for change. These are coloured orange or blue to indicate the degree of significance. Orange being largely clarifications etc with no intended change to what is meant. Blue - you may wish to give this closer consideration. For example:

Improved wording – not a significant change

Changed In line with recent practice

Resumé of Changes

The current constitution is inwardly focussed on members. We wish to widen this to encourage horticulture in the wider community. We define the district of the community in the appendix.

Reflect current practice (eg. organising outings)

Membership : free to under 16s, clarify duration (Jan to Dec). Subs after October apply to next year. Refusal of or cancelled membership and right of appeal (required for grants). Priority to current members over newly joined

Committee: Size range and frequency of meetings defined. Allow invitations to others to attend meeting (non-voting)

Open meetings and Extraordinary General Meetings defined (not included in previous versions)

AGM: Voting rules defined. Notices to members in advance of AGM defined.

Asset Lock: : This special paragraph is to protect EHS Assets against misuse. The Asset lock itself is protected by other paragraphs preventing and requiring independent monitoring of future Constitution changes which might remove these protections.

Fund Management: Define how assets (funds) may be used.

EDGORTH & DISTRICT HORTICULTURAL SOCIETY

CONSTITUTION

2017 Draft 5 based on revision of 19th November 2014

1. TITLE

The Society shall be administered and managed under the title of:-

THE EDGORTH AND DISTRICT HORTICULTURAL SOCIETY.

Paragraphs 2 & 3 re-ordered
As per sample constitution

2. AIMS

The aims of the Society shall be: -

Heading changed from "Objects" As per sample constitution

- (a) To foster amongst its members and in the wider community of The District {paragraph 2(b)}

Widen scope from just members

(i) an active interest in horticulture; gardening; flower, fruit; vegetable growing and similar cultivation;

(ii) an interest in improving and maintaining the natural and urban environments of the District. The Society may also participate in horticultural activities and events to support this aim.

Help for the environment added

- (b) "The District" is the geographic area where the Society will focus its active support of the community. This is referenced in the Society's Title and at other places in this document. The area covered is defined by a map loosely based on the original Turton Urban District Council area. The map is in Appendix 1 to this document

Define District

- (c) To arrange and organise from time to time, and at periods which may seem appropriate, shows, which, at the discretion of the committee, may be open or confined to members, for the entry of the exhibitor's own garden or allotment produce including flowers, vegetables and fruit, and other non-horticultural items made by the exhibitor. The Committee shall decide the nature, scope and content of each show.

Clarification. Original was:
<<for the exhibition of flowers, vegetables and other garden or allotment produce, as well as other items of household or personal production as may seem desirable.>>

- (d) To arrange for the dissemination amongst the members and The District {paragraph 2(b)} such literature and information on subjects within its aims {paragraph 2} as may be desirable.

Widen scope from just members

- (e) The Committee may at its discretion, also organise and arrange:-

(i) Other competitions.

Scope widened – <<Special garden or allotment>> changed to <<Other>>

(ii) The sale of seed, plants, fertilisers and similar horticultural products and sale or hire of gardening implements.

Clarified – use to say <<sale or hire of seed, plants>>!

(iii) Such other functions, lectures etc. as may be appropriate for the benefit of the Society.

Improved wording – not a significant change

(iv) Outings of single or multi-day duration with a horticultural focus.

Added in line with practice

3. MEMBERSHIP

- (a) Full membership of the Society shall be open to any person aged 16 years or over without regard to disability, political or religious affiliation, race, sex or sexual orientation. Members must pay a subscription, the amount of which shall be decided by and which may, from time to time, be varied by the Committee.
- (b) Junior Membership shall be open to those under 16 years of age without regard to disability, political or religious affiliation, race, sex or sexual orientation. Junior membership is free. They will enjoy rights of membership equivalent to those of full members.
- (c) New members must complete an application form and (except Juniors) pay a subscription at their time of joining and their membership will be valid for the remainder of that calendar year. Membership subscriptions paid after the October meeting apply to the calendar year starting on the next January 1st and do not offer voting rights until the AGM of that calendar year. See (e) below
- (d) Membership may be renewed, and subscriptions paid at the AGM, or paid at open meetings or at other times to a Committee Member or by post or e-banking (except Juniors who must confirm their wish to remain as a member by email, in writing or verbally). See (e) below.
- (e) Any member who has not renewed their membership by the end of March shall be deemed to have ceased membership and have lost whatever rights, benefits or communications which are available to members.
- (f) The Committee shall have the right to cancel membership of any person contravening the Aims {paragraph 2} of the Society or to refuse an applicant, where it is considered such association would be detrimental to the aims, or activities of the group.
- (g) In the unlikely event that an applicant is refused membership or expelled from the group, he/she may appeal in writing (email or paper) at which point the Committee will arrange to meet with them to attempt to resolve the problem. The Committee's decision on this matter after appeal will be final.
- (h) Short term Honorary Membership and Honorary Life Membership may be offered at the discretion of the Committee
- (i) Existing Members (defined as paid-up members who have been members for at least 6 months) will be given priority where numbers are restricted for any meeting or event.

"Junior" age brought into line with Annual Show Junior age categories.

"regards" to "regard"

Subscription due dates moved to para's (c) (d)

"Junior" age brought into line with Show Junior age categories.

"regards" to "regard"

Junior membership made free

New paragraphs (c) and paragraph (d).

Membership duration defined in line with practice.

New members joining at AGM can't vote

Junior membership made free so need to confirm renewal

Fixed date instead of <<three months from the due date>>

>rules and regulations> (we have none) changed to <<aims>>

Other constitutions include this

Required by lottery fund and possibly other grant awarders

In line with recent practice

In line with recent practice.

4. COMMITTEE AND OFFICERS

- (a) The affairs of the Society shall be administered and conducted by a Committee, including a Chairman, Secretary and Treasurer all of whom shall be elected at the Annual General Meeting.
- (b) The Committee will be a minimum of 6 and maximum of 12
- (c) The Committee, including Officers, may remain in office until the conclusion of the next Annual General Meeting. Any vacancy in an Officership may be filled by the Committee from amongst their number. A Committee vacancy may also be filled at the invitation of the Committee.

Clarify that the officers are part of the committee

Sample constitution requires this.

Clarify that the officers are part of the committee

- (d) The Committee will recommend a Chairman, Secretary and Treasurer to the AGM for approval and may appoint any other such officers from amongst its numbers as deemed necessary.
- (e) The Committee shall have the right to co-opt additional members whose membership shall commence at the date of appointment and cease at the termination of the next Annual General Meeting, but they, or others may again be co-opted by the next Committee.
- (f) The attendance of 51% of the Members of the Committee including at least one officer shall constitute a quorum in order to legitimately transact ordinary business on behalf of the Committee. **The Committee may extend invitations to others to attend their meeting without voting rights. This includes Society Members and external guests.**
- (g) The Chairman, Secretary and Treasurer may not serve for more than three consecutive years, unless there are no other nominations and they are willing to continue until the next AGM.
- (h) **The Committee will meet at least 4 times each year and normally more often to ensure upcoming events and business etc are properly administered.**

Added as per sample constitution.

Added as per sample constitution

5. OPEN MEETINGS

A programme of events is published for the start of each membership year, normally at the AGM (paragraph 6). Open meetings are held monthly except in August (when the Show is held); the AGM; and December (to avoid Christmas). Open meetings are open to members and non-members though attendance may be restricted by ticket for special events such as celebrity speakers or if the venue becomes full.

Added as per Sample constitution which has "General Meetings", intended as planned members meetings to run the society. EHS meetings are open to all so we have defined these here.

6. ANNUAL GENERAL MEETING

- (a) The accounting year of the Society shall be from 1st October to 30th September and this shall be followed by an Annual General Meeting to be held in the following October or November, as confirmed in the Annual Programme of Events. **The date of the AGM is notified on the membership card.** 21 days notice will be given to all the current membership in advance of any subsequent proposed change.
- (b) All members fully paid up at the date of the Annual General Meeting shall be entitled to attend and vote,
- (c) **Voting will be decided by simple majority.**
- (d) **Notices for members who wish to submit the following will be available at the time of the last Open Meeting before the AGM (and, if practical, at the time of the meeting previous to this). These notices will be delivered to members at the meeting and via email.:**
 - i. **nominations to the Committee (with named proposer and seconder)**
 - ii. **advance notice of questions,**
 - iii. **requests for the conduct of other business as listed in paragraph 6(g)**

Clarification

Added as per sample constitution

New – to ensure members are able and encouraged to contribute to the AGM and the Society. Also to help the administration of the AGM.

Replies to items ii and iii must be received by the Chairman or his/her deputy not less than 1 week before the AGM. Requests later than this and at the

AGM (excepting questions related to business already in the AGM agenda) will be accepted only at the discretion of the Chairman or his/her deputy.

- (e) The meeting will be chaired by the Chairman or his/her deputy who will have the casting vote in event of a tie
- (f) 20 members or 50% of the total membership, whichever is lesser, will constitute a voting Quorum
- (g) The business of the Annual General Meeting shall be
 - (i) to receive reports from its Officers
 - (ii) to elect the Committee including Officers until the next AGM.
 - (iii) to elect/confirm an Independent Examiner of the Accounts (often informally described as Auditor) who does not need to be a member of the Society, but who may be a member, as long as they are not involved in any capacity with the Society's finances (e.g. a Committee Member).
 - (iv) to transact such other business as the Committee and the Chairman may deem desirable.

Added as per sample constitution

Changed from 40. AGM has >70 today but this could easily fall.?

Clarify that the officers are part of the committee

Was <<for the ensuing year

Correct his/her title

7. EXTRAORDINARY GENERAL MEETINGS

Whole section added as per sample constitution

- (a) These may be called so that Members can discuss and vote on matters of importance to the Society The Secretary will call the meeting at the request of the majority of the Committee or if requested in writing by at least 10 members, stating the reason for their request.
- (b) 21 days notice must be given to the membership using electronic communication where this is possible or by verbal and written means where this is not.
- (c) The EGM will be conducted as described in paragraph 6 (AGM) except the business of the EGM which will form part of the notification. Detailed documents supporting this may be provided later.

8. AFFILIATION

The Society may affiliate and pay the necessary fees to such National and Local Horticultural or Allotment Societies as the Committee may deem desirable.

9. FUNDS AND PROPERTY

- (a) A Minute book and records of account shall be provided and kept by the Committee.
- (b) Funds shall be banked as decided by the Committee and balances drawn and handled by such person or persons as the Committee direct. The Committee shall authorize in writing to the Treasurer and up to two other members of the Committee including Officers to make payments by cheque or e-banking on behalf of the Society. These will normally include the Chairman and Vice-Treasurer, if such a person has been appointed by the Committee. All cheques are signed by any one of the authorized signatories.
- (c) The signatories of the current account (or bank accounts) are individually authorised to make payments up to the value of £100. The signatories are

Not necessarily books

Clarify that the officers are part of the committee

also authorised to make those payments which provide the society with a continuing or new service or facility provided that the expenditure is consistent with the budget specific to the expenditure already agreed by the Committee and is supported by an appropriate invoice or supplier receipt. Any extraordinary payments made outside these parameters must be agreed in writing (e.g. email) by two members of the Committee, normally including either the Chairman or Vice Chairman, in addition to the signatory. These documents will form part of the annual audit of the accounts.

(d) An annual, **independently examined** Statement of Account {paragraph 6(g)(iii)} shall be presented at the Annual General Meeting.

Corrected as per his/her title

(e) All funds and articles (hereto referred to as the “Assets” of the Society) shall be vested in the Committee. Articles (often known as “property”) include cups and trophies, equipment and other physical items and materials. Any articles judged to be of significant value shall be insured against loss at the discretion of the Committee.

Assets defined for the benefit of the “Asset Lock” and paragraph rewritten to clarify terms.

(f) In the event of the **dissolution** of the Society any net balance of funds after disposal of property and payment of any debts due shall be paid and handed over to a Charitable Organisation or **any** Organisation, **which is unconnected and not acquainted through a third party with the Committee, Officers or members**. These organisations should have **Aims** similar to the Society and the Committee and its Officers shall determine the organisation, and if and in so far as effect cannot be given to these provisions, then to some other **registered Charity of any purpose**.

Consistency of terminology

Tightened to prevent inappropriate action

“objects” => Aims

Clarification

(g) ASSET LOCK

The Society shall not transfer any of its assets other than for full consideration. This means that assets may be transferred (this includes making payments) only for their full financial value or in expectation of other benefits which proportionately fulfil the Society’s Aims {paragraph 2}.

THE ASSET LOCK – Designed to protect assets from mis-use or mis-appropriation. (particularly the bequest money)

(h) Provided it is agreed by the Committee, funds may be used for any purpose within the Aims of the Society and which is consistent with the Asset Lock. Financial support may be offered only to organisations which operate within The District 2(b)} and where the funding meets the Society’s other Aims {paragraph 2}.The Committee may make a discretionary exception to these rules for donations to other Charities (often requested by guest presenters).

Supporting the asset lock and defining how funds may be used

(i) Investments and funding of special projects

i. Special projects are those which are funded by the Society and are beyond the regular day-to-day events and plans of the Society and must meet the Aims of the Society (paragraph 2).

ii. If the Society has funds in excess of those being used to pay for special projects or needed to run the Society, the excess may be used to purchase low risk investments or held in low risk interest bearing accounts.

iii. Such investments or significant use of any invested funds (more than £2000) and payment of fees are at the discretion of the committee but must be guided by a formally qualified Financial Adviser.

Supporting the asset lock and defining how funds may be used.or how invested. This section applies to all Society funds – not just the bequest.

- iv. The invested funds must be able to be called upon to support any vital, possibly unplanned, financial need of the Society within 1 month of the need being identified.

10. ALTERATIONS TO THE CONSTITUTION.

- i. Alterations to this Constitution shall be made only by a majority vote of members present at an Annual or Extraordinary General Meeting of the Society {paragraph 7}.
- ii. Paragraphs 9(g) {Asset Lock} and 9(f) {Funds on Dissolution} take precedence over any other paragraph of the Constitution and shall not be varied or revoked at any time.
- iii. Oversight of the Constitution and of changes to it will be vested in a suitably qualified, independent body recommended by the Committee and confirmed at the AGM. A copy of an altered Constitution shall be sent to this body who have the right to request it following each AGM and to advise against inappropriate changes.

Protecting the asset lock. The listed paragraphs can NEVER be changed

Protecting the asset lock

11. DISSOLUTION

The Society may be dissolved by a resolution passed by a two thirds majority of those present and voting at an Extraordinary General Meeting {paragraph 7} convened for the purpose, of which 21 days notice shall be given in writing.

APPENDIX

Drawing recreated using a clearer map (the AGM one was blurred). Is identical to the original.

