

Norfolk and Norwich Horticultural Society

Established
1829

Constitution

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1. The Name of the Society:

The name of the Society shall be the: **NORFOLK AND NORWICH HORTICULTURAL SOCIETY** and throughout this document shall be referred to as the Society.

2. Management of the Society:

The Society shall be managed by a Committee, comprising of the officers and committee members who are appointed at the Annual General Meeting (AGM) of the Society. All members of the Committee shall be the registered Trustees of the Society.

3. Objective of the Society:

Is to advance the education of the public in Horticulture.

4. Powers of the Society:

In order to carry out the charitable objective, the Officers and Committee have the power to promote the knowledge and practice of horticulture, by means including but not restricted to the following:

- a) Raise funds provided that the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- b) Invite and receive contributions (grants and donations).
- c) Buy, take on lease or in exchange any property necessary for the achievement of the objective and to maintain and equip it for use.
- d) Subject to any consents required by law to sell, lease or dispose of, or any part of, the property of the Society.
- e) The Committee may appoint one or more sub-committees comprising elected members of the committee and/or other members of the Society to perform specific tasks, such as the running of the Society's flower shows, events, etc.
- f) Arrange lectures, meetings and demonstrations.
- g) Arranging visits to gardens and other sites of interest.
- h) Hold horticultural shows (which may include the offering of cash prizes and awards) and to hold exhibitions.
- i) Provide horticultural advice.
- j) Co-operate with, and affiliate with or to other Societies pursuing the same or similar objective notwithstanding that an affiliate may be pursuing only a single branch of horticulture.
- k) Maintain an archive, which will be deposited with the Norfolk Record Office.

5. Membership of the Society:

- a) Membership of the Society shall be open to any person interested in horticulture, or any corporate or unincorporated association or society which is interested in furthering the Society's work.
 - i) Membership Categories:
 - (1) Individual
 - (2) Affiliated Society
 - (3) Corporate
 - ii) A member is a person who has a current paid or honorary subscription.
 - iii) The Committee may for good reason terminate the membership of an individual or corporate or unincorporated association or society if they believe it is in the best interests of the Society. The member or an appointed representative of an organisation has the right to be heard by the Committee, and can be accompanied by a friend, before the decision is made if they wish.
 - iv) The Committee has the power to introduce, amend or remove the Society's membership categories as deemed necessary.

5.1. Privileges of Membership:

Membership privileges shall be decided by the Committee and be reviewed in advance of each Annual General Meeting.

5.2. Subscription:

- i) The annual subscription lasts for a 12 month period from the date of joining, referred to as the "membership period".
- ii) Changes to the subscription rate will be confirmed at the Annual General Meeting and will take effect from the 1st of January the following year.
- iii) In the event of an increase in the subscriptions being agreed at the Annual General Meeting any member who has paid a subscription prior to the AGM shall not be required to pay the increase for the remainder of that membership period.

5.3. Non-Payment of Subscription:

Any member required to pay a subscription and whose subscription remains unpaid three months after the due date shall automatically cease to be a member of the Society.

5.4. Honorary Membership:

Honorary membership of the Society may be conferred on an individual member who has given outstanding service to the Society or is worthy of special recognition. Honorary members are deemed as fully paid up members of the Society for life.

6. Patron, Honorary President and Vice-President:

The Committee may appoint distinguished individuals to the honorary position of non-executive Patron, President and Vice-President.

7. The Officers:

The Officers of the Society shall be a Chairperson, Vice-Chairperson, Treasurer, Secretary and any other such Officers, such as shall be deemed necessary (for example Social Secretary, Show Secretary(s) and Membership Secretary).

8. The Committee:

8.1. Committee Membership:

The Committee shall consist of not more than ten members being:

- i) The Officers of the Society as specified in the preceding clause.
- ii) Six committee members.
- iii) The Committee may co-opt up to three members to serve as full committee members until the next Annual General Meeting. Co-opted members will not be registered as trustees of the Society.

8.2. Election of Officers and Committee Members:

- i) The Officers and Committee shall be elected at the Annual General Meeting of the Society and shall hold office until the end of the next Annual General Meeting ("period of office").
- ii) All Officers and Committee members must be aged 18 or over.
- iii) Officers and Committee members will retire together at the Annual General Meeting ending their current period of office. They may stand for re-election and/or be re-appointed.
- iv) Nominations for election must be made in writing to the Secretary of the Society at least 28 days before the Annual General Meeting. Should the nominations exceed vacancies, election shall be held by ballot.

8.3. Disqualification or removal of Committee Members:

A member of the Committee shall cease to hold office if he or she:

- i) Is disqualified from acting as a member by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- ii) Ceases to be a member of the Society.
- iii) Not attending three consecutive Committee meetings without good cause and the Committee resolve that his or her office should be vacated.

8.4. Resignation or Death of Officers or Committee Members:

If any Officer or Committee Member should die or resign before the expiration of the term of office, the Committee may fill the vacancy if they see fit.

8.5. Committee Meetings:

- i) Officers and Committee members must hold at least four meetings each year. The Committee acts by majority decision.
- ii) If Officers or Committee members have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- iii) The Committee may make reasonable additional rules to help run the Society. These rules must not conflict with this constitution or the law.
- iv) Meetings of the Committee shall be chaired by the Chairperson of the Society. In the event that the Chairperson is absent at any meeting of the Committee, the Vice-Chairperson shall take the chair. In the event that either Chairperson or Vice-Chairperson is unable to attend a meeting, the committee members shall elect one of their number to take the chair for that meeting.
- v) Minutes shall be kept for all committee meetings.

9. Annual General Meeting:

An Annual General Meeting (AGM) of the Society shall be held within three months of the date of the financial year end or as soon as practicable thereafter for the purposes of:

- a) Approving the Annual Report of the work of the Society during the preceding year.
- b) Electing Officers and Committee members for the forthcoming year.
- c) Receive the financial statements and report.
- d) Election of the Auditor or Independent examiner for the next year.
- e) Considering any motion which has been notified to the Secretary of the Society at least 28 calendar days prior to the date of the Annual General Meeting and which has been circulated to members.
- f) Approving Committee's decisions on matters not in the Constitution.
- g) Approve changes of members' privileges and membership subscription rate.
- h) Minutes shall be kept of the Annual General Meeting.
- i) Notice in writing or electronically must be sent to all members not fewer than 14 calendar days before such meeting, informing them of the date, time and venue of the meeting.

10. Extraordinary General Meetings:

- a) The Committee has the power to convene an Extraordinary General Meeting of the Society at any time.
- b) The Committee must also call an Extraordinary General Meeting within 28 calendar days of receiving a request signed by 20 members.
- c) Notice in writing or electronically must be sent to all members not fewer than 14 calendar days before such meeting, informing them of the date, time, venue and purpose of the meeting.
- d) No business other than that detailed in the notice shall be transacted at the Extraordinary General Meeting.
- e) Minutes must be kept of the Extraordinary General Meeting.

11. Chairperson of an Annual or Extraordinary General Meeting:

The President of the Society or, in their absence, the Chairperson or in the absence of both of them, the Vice-Chairperson of the Committee shall act as Chairperson at any Annual or Extraordinary General Meeting of the Society. In the event of none of these being available the Committee members present shall elect one of their number to chair the meeting.

12. Quorum:

No matters of policy shall be agreed at an Annual or Extraordinary General Meeting or at a Committee Meeting unless a quorum is present.

- a) The quorum of an Annual or Extraordinary General Meeting shall be 35 members or 10% of the member's present and eligible to vote, whichever is less.
- b) The quorum of a Committee Meeting shall consist of 5 Members (minimum five) of the member's present and eligible to vote.

- c) The quorum of any sub-committee shall be decided by the Committee when appointing it.
- d) In the event of a quorum not being present, the meeting shall be adjourned to a day, time and place decided by the Chairperson of the meeting.
- e) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Voting:

13.1. Entitlement to Vote:

- i) Only individual members whose subscription is fully paid or those holding honorary membership of the Society shall be entitled to vote at an Annual General Meeting, Extraordinary General Meeting or meeting of any Committee or sub-committee.
- ii) Corporate or Unincorporated Association or Society members do not have voting rights.

13.2. Method of Voting:

- i) Voting at all meetings shall be by a show of hands unless the Chairperson directs a secret ballot be taken.
- ii) All matters shall be decided by a majority of those member's present and eligible to vote.

13.3. Chairperson's casting vote:

The Chairperson of an Annual General Meeting, Extraordinary General Meeting or any meeting of the Committee may participate in the initial voting at any meeting but, in the event of a tie, shall have a casting vote.

14. Finance:

14.1. Financial Year:

The Society's financial year shall end on the 30th September.

14.2. Insurance:

The Society must maintain suitable insurance with public and employers liability.

14.3. Receipts:

- i) All subscriptions and other moneys received by the Society shall be passed to the Treasurer, who shall be responsible for all the Society's funds, for keeping accounting records thereof and presenting the accounts for examination at the end of the financial year or on request from the Committee.
- ii) All sums received by the Treasurer on the Society's behalf shall be deposited into the Society's Bank account(s).
- iii) The funds of the Society shall be used solely to further the objective of the Society and only in ways approved by the Committee.

14.4. Accounting Procedure:

- i) All cheques drawn on the Society's account(s) shall be signed by any two of the following nominated Officers: - Treasurer, Secretary, Chairperson and Vice-Chairperson.
- ii) Financial transactions by Cheque, Electronically or any other means shall be made by the Treasurer solely, up to the value of £250 per transaction. Transactions above £250 shall require an additional authorisation by at least one other authorised signatory.

14.5. Expenses:

Officers and Committee Members cannot receive any money or property from the Society, except to refund reasonable out of pocket expenses on submission of suitable receipts or evidence of monies spent.

14.6. Committee Members not to be Personally Interested:

- i) [Subject to the provisions of sub-clause (ii) of this clause] no member of the Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee 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.
- ii) The Treasurer, Secretary, Social Secretary, Show Secretary(s) and Membership Secretary may in the following circumstances be paid annual honorariums:
 1. If it is in the best interests of the Society and that any payment is reasonable with regard to the services rendered and the income of the Society.
 2. 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 his or her own honorarium is under discussion.

14.7. Legal Documents:

Legal and other documents in connection with the Society's finances shall be signed by two Officers of the Society.

14.8. Auditing of Accounts:

The Accounts of the Society shall be audited by an Auditor or Independent Examiner, whichever is appropriate.

14.9. Appointment of an Auditor or Independent Examiner:

An Auditor or Independent Examiner shall be elected at every Annual General Meeting to serve until the end of the next Annual General Meeting and be eligible for re-election. No Officer or Committee Member shall be eligible to act as Auditor or Independent Examiner.

14.10. Accounts, Annual Report, Annual Return:

The Committee shall ensure:

- i) The keeping of accounting records of the Society.
- ii) The preparation of annual statements of accounts for the Society.
- iii) Transmission of the statements of account to the Charity Commission.
- iv) The preparation of an Annual Report and its transmission to the Charity Commission.
- v) The preparation of an Annual Return and its transmission to the Charity Commission.
- vi) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission.

15. Alterations of Constitution:

- a) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration(s) proposed.
- b) No amendment may be made to clause 3 (Objective of the Society), clause 14.6 (Committee members not to be personally interested), clause 16 (Dissolution of the Society) or this clause without the prior consent in writing of the Charity Commission.
- c) No amendment may be made which would have the effect of making the Society cease to be a charity in law.
- d) The Committee should promptly send to the Charity Commission a copy of any amendment under this clause.

16. Dissolution of the Society:

- a) A decision to dissolve the Society shall only be taken at an Annual or Extraordinary General Meeting.
- b) If the proposal is confirmed by two-thirds majority of those present and voting, the Committee shall have the power to realise 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 organisation or organisations having a similar objective as the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose.
- c) A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.

17. Other Matters:

Any matters for which provision is not made in this constitution shall be decided by the Committee at its discretion and shall be reported to the next Annual General Meeting for endorsement or further direction.

We certify this constitution was approved by members at our Annual General Meeting (AGM) held on Friday 4th December 2015.



Signed
Mr Martyn Davey
Chairman

Date: 4 December 2015



Signed
Mr Kristopher Harper CertHum, ACIHort
Vice-Chairman

Date: 4 December 2015