

All previous rules are rescinded

## **CONSTITUTION**

**of the**

**Woburn Sands and District Allotment Society Ltd**

**(An Industrial and Provident Society  
Registration No. 8139R)**

**Affiliated to**

**The National Society of Allotment and Leisure Gardeners Ltd  
O'Dell House  
Hunters Road  
Corby  
Northamptonshire  
NN17 5JE**

**Registered Office:  
Keens Shay Keens MK  
Sovereign Court  
230 Upper Fifth Street  
Milton Keynes  
MK9 2HR**

Amended 25<sup>th</sup> April 2013

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# CONSTITUTION

## NAME, OBJECTIVES AND POWERS

### 1. Name

The name of the Society shall be Woburn Sands and District Allotment Society Ltd.

### 2. 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 Chairman or Treasurer.

### 3. Aim of the Society

To assist all Members in the pursuit of gardening as a recreation and promote health, education and community fellowship.

### 4. Objectives

- a) Actively to cultivate allotment lands, commonly referred to as plots, for the enjoyment and benefit of Members.
- b) To cooperate with groups and organisations with a view to increasing the provision of allotments and improving standards and facilities.
- c) To administer any distribution service, communal maintenance machinery and equipment including a seed scheme for Members.
- d) To help new gardeners on the site in whatever way is appropriate including providing, where possible, introduction to a nearby experienced gardener with the view to special help during early months of occupation.

### 5. Powers

The Society shall have full power to do all things necessary or expedient for the accomplishment of its objectives. 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 issues, or discrimination or any political party or religious denomination. The Society will also ensure there is no discrimination on any grounds whatsoever.

## USE OF NAME

### 6. Use of Name

The name shall be mentioned in all business letters of the Society, notices, electronic communication, advertisements, and other official publications of the Society and payments, 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

### 7. Members

The Society shall consist of Allotment & Leisure Gardeners within the District of Woburn Sands or of such other persons as the Committee may admit to Membership. All new plot holders are Tenants (Associate Members) for a probationary period and become Members at the first AGM following the probationary period.

- a) Every Member shall hold one share per plot - a plot being 5 poles (or thereabouts.). By far the most popular plot size is 10 poles, which therefore qualifies the holder for two shares.
- b) Members who have had a plot for more than two years will be considered for a second plot, on application to the Committee, if the first plot is kept in good order during the first two years. In these cases preference will be given to adjacent plots where possible.
- c) From 1<sup>st</sup> April 2013, no Member will be allocated more than 20 pole of plots in total. This will not affect Members already holding more than 20 pole of plots which have been approved by the Committee prior to 1<sup>st</sup> April 2013.
- d) Members will be required to pay such annual subscription as may be determined and voted for by the Annual General Meeting as part of the Treasurer's report and be included in the Agenda convening the meeting.

- e) The annual Membership will run from 1<sup>st</sup> April to 31<sup>st</sup> March, which is termed the 'Members' Financial Year' or 'Plot Year'. Members joining part way through a financial year will pay one-twelfth for each month or part of a month remaining in the current Members' Financial Year.
- f) All plot holders are Tenants for a probationary period, usually 12 months, or longer, if deemed necessary by the Committee. Following the first AGM after this probationary period ends, a share or shares for the plot will be issued on the basis of one share per 5-pole of plot. Members are either Tenants or Shareholders. Shareholders are full Members of the Society and have full voting rights. Tenants are Associate Members of the Society and do not have voting rights.
- g) Matters relating to transfer of plot ownership must be handled and approved by the Committee.

## 8. Shares and Subscriptions

- a) Membership is granted through successful application to the Committee. Every Member holds one share per 5-pole plot in the Society, with each share having a nominal value of 10p (Friendly Societies Act 1992).
- b) A non-refundable payment is required to become a Tenant. This is regarded as the Society's Membership Fee. At 1<sup>st</sup> April '13, this amounted to £21.00 but this can subsequently be adjusted if approved by an AGM or SGM. When a Tenant becomes a full Member an additional payment (ie a deposit) of £4.00 per share is required. This deposit is refunded when the Member's Membership ceases.
- c) Upon cancellation of any shares in accordance with this Constitution, the Secretary shall make an appropriate entry relating thereto in the register of Members and the duplicate register of Members.

## 9. 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 any monies due to the Society for a period of three months after they have become due.
- d) The expulsion of a Member under Rule 10.
- e) When a Member leaves the Society, he/she is obliged to return the Share Certificate issued at the time of joining.

## 10. 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 procedures specified in the By Laws have been followed, and 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 prior to the date of the meeting.

## LIST OF MEMBERS

### 11. List of Members

- a) The Management Committee shall ensure there is a register of Members and Officers, which is updated annually with the following information:
  - Name, address, email address (where relevant) and telephone number of Member
  - Date of joining and leaving
  - Date of receipt of joining subscription and renewal subscriptions
  - Date of issue of Share Certificate/s
  - Number/s of plots and Share Certificates.
- b) Any Member may see the entry in respect of themselves recorded in the official list of Members and in their own interest must notify any change of contact details to the Secretary.

- c) A duplicate register of Members and Officers will be kept at the Society's registered office.

## **GOVERNANCE AND DAY-TO - DAY MANAGEMENT**

12. Governance of the Society shall be vested in the General Meetings.  
13. Day-to day management is delegated to the Management Committee.

## **MANAGEMENT COMMITTEE AND OFFICERS**

### **14. Management Committee**

- a) The role of the Management Committee is to ensure the smooth running of the allotments. This is done through improving facilities, carrying out inspections and maintenance, producing publicity about availability of allotments and early consultation on allotment matters, eg proposed site changes, subscription levels and reviewing the By Laws.
- b) The Management Committee shall consist of up to ten Members, ie a Chairman, Vice-chairman, Secretary, Treasurer, one other Officer and up to five other Committee Members or such number as may be determined at a *General Meeting*. The roles of the Committee Members will be determined and identified by the Chairman in consultation with, and approval by, the other Committee Members. Examples of such roles are: Field maintenance, grass cutting and hedge trimming, potato and seed orders, manure sourcing and delivery, and plot administration, including allocation.
- c) No Officer of the Committee may be engaged in agricultural, horticultural or related businesses.
- d) Members of the Committee would normally, but not exclusively, be Members of the Society. In exceptional circumstances, Members of the Management Committee may be recent Members who have resigned for personal reasons, but who have not been removed from the Society.

### **15. Election**

The Management Committee is elected from Members of the Society at the Annual General Meeting (see 14d). It takes office at the end of the Annual General Meeting at which it was elected until the end of the next Annual General Meeting, ie unless its composition is amended in any way by an SGM.

### **16. Mid-term Vacancies**

The Management Committee may fill any vacancy arising during the year. Members are full voting Members of the Committee and shall count towards a quorum.

### **17. Co-option**

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

### **18. Powers of Committee**

The Management Committee has full power to supervise and manage the day-to-day work of the Society according to the Constitution for the purpose of accomplishing its objectives.

19. **Attendances**

Any Management Committee Member who fails or neglects to attend two meetings in a year's (ie April to March the following year) total, for any reasons unacceptable to the Committee, ceases to be a Committee Member.

20. **Removal from Committee**

The Management Committee may remove any Officer or Committee Member from the Committee by a simple majority following an open discussion of the issues, which shall include the individual Member's opportunity to put his/her point of view. If required, the vote may be a secret vote but the voting numbers will be recorded in the Minutes.

**MEETINGS OF THE MANAGEMENT COMMITTEE**

21. **Frequency and Records of Meetings**

The Management Committee will meet on average once a month. There will be no meeting in August. The Management Committee is charged with keeping proper records of all meetings (Management, Special General and Annual General) in the form of Minutes. These shall be available for Members to inspect upon application, and after ratification and signed by the Chairman.

22. **Quorum at Committee Meetings**

A quorum for the meetings of Management Committee shall be five.

23. **Emergency Actions**

The Chairman, 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 Management Committee.

24. **Conduct of Meetings**

At all meetings of the Committee, any Member can request that any decision made is decided by a majority of votes. If the votes are equal, the Chairman shall have a casting vote in addition to his/her vote as a Member. In the absence of the Chairman, the Vice-chairman or an acting Chairman elected at the Committee meeting shall preside for that meeting.

**FINANCE**

25. **Financial Records**

The Treasurer shall 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 Membership fee income shall be given, recording the date paid, the duration of the Membership fee, eg. to 31st December 20XX, and the name of the Member. This receipt is proof of Membership.

26. **Banking**

The Treasurer shall open a cheque book account with a bank or building society in the name of the Society. Payments by cheque shall require two of four authorised signatures - Chairman, Vice-chairman, Secretary and Treasurer.

27. **Annual Accounts Format**

If no other activity is envisaged then a simple Income and Expenditure account and a balance sheet will suffice. In the event of other activities needing to be presented separately, eg shows, trading, then a separate simple sub-account will be introduced with agreement of the Management Committee.

#### 28. **Loans & Borrowing**

Loans, borrowing or other credit arrangements will require a specific decision at a Management Committee meeting or General Meeting before any contractual transaction is entered into.

#### 29. **Reports to Committee**

The Treasurer shall make a verbal report at each meeting on income and expenditure and liabilities up to the month end 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. .

#### 30. **Special Expenditure**

When special projects are considered they will be costed as far as possible and the Treasurer will advise the Committee on possible ways of funding.

#### 31. **Financial Advice**

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

#### 32. **Presentation of Accounts for Audit**

The Treasurer shall close the annual account on 31<sup>st</sup> December each year and prepare income and expenditure statements and a balance sheet for presentation to the Honorary Auditor.

The audited accounts shall be circulated as part of the Agenda for the Society's Annual General Meeting (in March each year) signed by the Honorary Auditor and Treasurer.

#### 33. **Mid-term Vacancy**

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

#### 34. **Membership Fee, Annual Pole Charge and Other Charges**

The Treasurer shall advise the Annual General Meeting of any changes required in the Membership fee, annual pole charge and any other charges, as appropriate, for the current financial year and the Annual General Meeting will consider and decide on this Membership fee and charges.

### **AUDITOR**

#### 35. **Appointment of Auditor**

The Honorary Auditor or Auditors shall be appointed at each Annual General Meeting and shall hold office until the close of the following Annual General Meeting.

#### 36. **Qualifications**

The Auditor must not be an Officer 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.

**37. Mid-term Vacancy**

Where for any reason the auditor(s) ceases to hold office the Management Committee shall appoint a replacement auditor as soon as is practicable and record the action in the Minutes.

## **AUDIT OF ACCOUNTS**

**38. Audit Procedure**

The Auditor shall receive the draft accounts, payments, receipts files, bank statements and bank book from the Treasurer by the second Monday in January 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.

**39. Tax Liability**

The Society is liable to corporation tax on any investment interest accruing during the year and these matters must be addressed with VAT Inspectors by the Treasurer and Auditor.

**40. Approval of Audit Accounts**

The Annual General Meeting will consider the annual accounts presented by the Treasurer and/or the Auditor. 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.

**41. Availability of Audited Accounts**

Any Member has the right to request a copy of the adopted audited accounts from the Secretary who will provide a copy within two weeks of the request.

## **GENERAL MEETINGS**

**42. Annual General Meetings**

Annual General Meetings shall be held each year during the month of March, and, ideally, in the second and third weeks.

**43. Special General Meeting**

A Special General Meeting shall be held whenever the Management Committee thinks expedient or whenever a written requisition for such a meeting by not fewer than 25 Members is delivered to the Secretary. A Special General Meeting shall be convened by Management Committee within four weeks of receipt of request. Should the Secretary fail to convene the meeting, the Members signing the requisition may convene such meeting by giving such notice themselves.

**44. Notice of General Meeting**

By the 15<sup>th</sup> January, the Management Committee will give notice of the date of the AGM which will be held in March, generally in the second and third weeks. The business to be transacted at the AGM will be notified to the membership at least 14 days before the AGM is due to take place.

Not fewer than fourteen days' (14) notice in writing shall be given of any other General Meeting and the business to be transacted at such a meeting.

Notices shall be sent to every Member at the address entered in the list of Members. As a general rule, no other business than that stated in the notice shall be transacted at the AGM or any other such General Meeting. An exception is given in

Constitution @ 25.04.13

Paragraph 52.

**45. Agenda Items**

Agenda items must be notified in writing to the Secretary not fewer than twenty-one (21) days prior to the meeting.

**46. Notices of Motions**

Motion or motions must be notified in writing, ie by post or e-mail, to the Secretary not fewer than twenty-one (21) days prior to the meeting signed by the proposer(s) and seconder(s).

**47. Proposals for Management Committee Officers and Committee Members**

Proposals for Management Committee Officers and other Committee Members must be notified in writing, ie by post and e-mail, to the secretary not fewer than twenty-one (21) days prior to the meeting signed by the proposer(s) and at least one seconder. Proposals for Officers and other Committee Members will not be taken from the floor at the AGM except in the case where insufficient names have been received as proposals by the Secretary ahead of the AGM.

**48. Changes in Constitution and By Laws**

Proposed amendments to the Constitution and By Laws must be notified in writing to the Secretary not fewer than twenty-one days (21) prior to the meeting signed by the proposer(s) and at least one seconder.

**49. Voting at General Meetings**

Every Member of the Society present at a General Meeting and not otherwise disqualified shall have one vote. Proxy votes are not accepted. Tenants are not allowed to vote at AGMs except where they are due to become full Members at that specific AGM.

Members (ie Full & Tenants) attending the AGM will be required to register upon entrance. Voting will be by a show of distinctively coloured cards. These will be provided to all full Members on entrance. Where voting is close, the Chairman may nominate two Members to act as Tellers.

All proposals, including amendments to the Constitution & By Laws, and approval of the Annual Accounts, must receive acceptance by a minimum of three-fourths (ie 75 per cent) of those attending the AGM and eligible to vote.

**50. Presiding Officer at General Meetings**

At all General Meetings the Management Committee Chairman, the Vice-chairman or a nominated deputy or another chairman elected at the meeting shall preside.

If a new Chairman is elected at the AGM, he/she will first take over the Chair at the next Management Committee or Special General Meeting after the AGM.

**51. Quorum at General Meetings**

A quorum at General Meetings shall consist of not fewer than 25 Members of the Society.

**52. Discussions at Meetings**

No political or sectarian issue shall be raised or discussed at General Meetings. The Chairman may use his/her discretion to allow points to be raised and/or limited discussions to be held at the end of the meeting on items not on the Agenda.

## **MEMBERSHIP WITH THE NATIONAL SOCIETY OF ALLOTMENT & LEISURE GARDENERS LTD**

### **53. Membership of NSALG**

The adoption of this Constitution shall constitute an agreement to apply for:

- (a) 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.
- (b) Admission as Members of Local Federation on payment of an annually agreed affiliation fee determined at the Annual General Meeting of that group.

### **54. Arbitration**

In case any dispute arises between the Society or any of its Officers and any Member or persons claiming on behalf of a Member or under the Constitution, or in case of any complaint against any Member, application may be made to the Management Committee 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 Management Committee.

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

## **DISSOLUTION OF THE SOCIETY**

### **55. Dissolution**

The Society may at any time be dissolved by consent of three-fourths (75 per cent) of the Members, testified by their signatures to an instrument of dissolution. Instructions for dissolution will clearly set out what is to happen to any assets and residual cash after payment of expenses<sup>1</sup>.

## **BY LAWS**

### **56. By Laws**

The Management Committee may from time to time make changes to By Laws relating to the Society, provided any such By Laws shall not be inconsistent with this Constitution. Any amendment to the By Laws must be approved at a general meeting by a three-fourths (75 per cent) majority of those present and eligible to vote. In the unlikely event of any inadvertent conflict, the Constitution takes precedent over By Laws.

## **COPIES OF THE CONSTITUTION AND THE BY LAWS**

### **56. Copies of the Constitution and the By Laws**

A copy of the Constitution and the By Laws of the Society shall be delivered free by the Secretary to every Member on joining and on demand. They will also be placed on the Society's website.

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<sup>1</sup> IMPS Act 1965 Sections 55 – 59  
Constitution @ 25.04.13

## AMENDMENTS TO CONSTITUTION

### 57. Mode for Amending Constitution

The Constitution may be amended by resolution of a three-fourths majority of those attending a General Meeting called for that purpose. No proxy votes are accepted.

#### Members of the 2012/13 Management Committee

<b>Chairman</b>	_____	Bob Larbey
<b>Vice-chairman</b>	_____	Barry Byrne
<b>Secretary</b>	_____	Margaret Templeman
<b>Treasurer</b>	_____	Phil Rutt
<b>Committee Member</b>	_____	Roger Hansard
<b>Committee Member</b>	_____	Phill Rowe
<b>Committee Member</b>	_____	Tony Gale
<b>Committee Member</b>	_____	Trevor Templeman
<b>Committee Member</b>	_____	Jeff Wiemer

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