

All other rules rescinded.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 & Co  
Sovereign Court  
230 Upper Fifth Street  
Milton Keynes  
MK9 2HR**

Amended April 2010

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## CONSTITUTION

### NAME, OBJECTS 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. **Objects**

- a) To actively cultivate allotment lands 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 objects. 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.)
- 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) Members will be required to pay such annual subscription as may be determined by the Annual General Meeting as part of the Treasurer's report and be included in the agenda convening the meeting.
- d) 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. 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.

## 8. Shares and Subscriptions

- a) Membership is granted through successful application to the Committee. Every member holds one share per plot in the Society each share has a nominal value of 10p (Friendly Societies Act 1992).
- b) A non-returnable payment is required to become a Tenant. When a Tenant becomes a full member an additional payment of £2.00 per share is required.
- 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 3 months after they have become due.
- d) The expulsion of a member under Rule 10.

## 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 e.g. proposed site changes, subscription levels and reviewing the bylaws.

- b) The Management Committee shall consist of up to nine members: a Chairman, Vice Chairman, Secretary, Treasurer, one other officer and up to 4 other Committee Members or such number as may be determined at a General Meeting. The roles of the officers of the Committee are as set out in Appendix 1.
- c) No Officer of the Committee may be engaged in agricultural, horticultural or related businesses.
- d) Members of the Committee would normally 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), and takes office at the end of the Annual General Meeting at which elected until the end of the next Annual General Meeting.

**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 any year 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**

- a) The Management Committee will meet on the third Thursday of each month. There will be no meeting in August. Dates of the meetings will be published annually for all Members of the Society.
- b) 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 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 every question shall be decided by a majority of votes and 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, 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 e.g. to 31st December 200X, 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 any 2 or 3 authorised signatures - Chairman, Secretary, 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 e.g. 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 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**

The Treasurer shall advise the Annual General Meeting of any changes required in the membership fee for the current financial year and the Annual General Meeting will consider and decide on the membership fee.

## **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 2nd 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 2 weeks of the request.

## **GENERAL MEETINGS**

### **42. Annual General Meetings**

The Annual General Meetings shall be held at such times as the Management Committee or a General Meeting shall determine as soon after the audit of accounts is completed as is convenient.

### **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 4 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**

Not fewer than fourteen days notice in writing shall be given of every General Meeting, stating the business to be transacted at such a meeting. The notice shall be sent to every member at the address entered in the list of members and no other business than that stated in the notice shall be transacted at such a meeting.

**45. Agenda Items**

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

**46. Notices of Motions**

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

**47. Changes in Constitution**

Changes in Constitution must be notified in writing to the Secretary not fewer than twenty-one days prior to the meeting signed by proposer(s) and seconder(s).

**48. Voting at General Meetings**

Every Member of the Society present at a General Meeting and not otherwise disqualified shall have one vote.

**49. Presiding Officer at General Meetings**

At all General Meetings a chairman elected at the meeting shall preside.

**50. Quorum at General Meetings**

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

**51. Discussions at Meetings**

No political or sectarian issue shall be raised or discussed at General Meetings.

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

**52. 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.

**53. 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 6 months ceased to be a member.

## DISSOLUTION OF THE SOCIETY

### 54. Dissolution

The Society may at any time be dissolved by consent of three fourths 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

### 55. By Laws

The 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. 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 or they can be found on the Society's website.

## AMENDMENTS OF 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.

## Members of the 2010 Management Committee

<b>Chairman</b>	_____	Ron Hale
<b>Vice Chairman</b>	_____	Peter Toogood
<b>Secretary</b>	_____	Marie Baker
<b>Treasurer</b>	_____	Paul Hamer
<b>Committee member</b>	_____	Dave Cockerill
<b>Committee member</b>	_____	Anne Corbett
<b>Committee member</b>	_____	Tony Gale
<b>Committee member</b>	_____	Bob Gregory

<sup>1</sup> IMPS Act 1965 Sections 55 – 59  
CONSTITUTION of Woburn Sands D AS 2010.doc

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## Appendix 1: Committee Members – Summary - Roles and Responsibilities

<b>Chairman</b>	<b>Vice Chair</b>	<b>Secretary</b>	<b>Treasurer</b>	<b>Committee Member</b>
Chair meetings	Deputise for Chair	Arrange meetings – papers/location	Financial systems	Seed/Potato Scheme
Plan agendas & meetings				Rotavating & grass cutting Manure, orders, deliveries and application. Fences, hedges & gates
Clarify Decisions	Welcome & meet new members	Correspondence – in & out – report to Committee Update field map	Systems for managing monies Day to day running costs	
Voting Procedures	Minute Committee Meetings	Newsletter		Plot awards
	Update register – new members			
		Keep records of members/charges etc.		
Agree waiting list, accept new members, assign plots and field inspections				