

CONSTITUTION

OF

FREE LANE COMMUNITY ALLOTMENT SOCIETY

(An Unincorporated Association)

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NAME

The name of the Association is

FREE LANE COMMUNITY ALLOTMENT SOCIETY

AIMS AND OBJECTIVES OF THE ASSOCIATION

The Association will operate as a non-profit Organisation to assist all members in the pursuit of allotment gardening as a recreation and to promote health, education and community fellowship.

POWERS

1. To Lease the area of the allotment site from Rossendale Borough Council (the Land Owner
2. To raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
3. To apply for Grant funding to finance Capital and infrastructure investment to enhance the Allotment Site for the benefit of the members, the land owner and the local Community.
4. To manage the Allotment site and allotment gardens and to make agreements with allotment holders on such terms, including rent and other charges, and subject to such rules as the Society shall determine from time to time.
5. To acquire or dispose of property of any kind.
6. To set aside funds for special purposes or as reserves against future expenditure.
7. To insure, where appropriate, the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society, its members, its Officers and its volunteers.
8. To employ paid or unpaid agents, staff or advisers
9. To do anything else within the law which promotes or helps to promote the Objects

MEMBERSHIP

- 1) A Society Member is every person who is a co-signatory of an allotment garden tenancy agreement which is let and managed by the Society.
- 2) Joint Tenancy agreements are allowed however Joint Tenancy is limited to two people. Joint Tenants can be Spouses, partners or friends.

- 3) Each signatory to an allotment garden tenancy has one vote in General Meeting {Annual General Meeting (AGM) or Extraordinary General Meeting (EGM)}.
- 4) A Member ceases to be a Member when the allotment garden tenancy agreement is ended either by voluntary termination of the agreement or by default through non payment of rent, non cultivation or by any other breach of the agreement contract.
- 5) A joint tenancy is not automatically terminated when one of the co-signatories, as a result of death, illness or other reason, ceases to be a joint Tenant. Under the contractual terms of the Tenancy Agreement the remaining tenant assumes all the rights and obligations under the contract and is required to notify the Secretary in writing of the change in circumstances. The Tenancy reverts to a sole Tenancy and cannot be subsequently made into a joint tenancy.
- 6) The Society has no obligation to intervene or adjudicate in any disputes within a joint tenancy. If the dispute results in a breach of the terms of the tenancy agreement that agreement will be terminated and the allotment garden re-let.
- 7) Membership of the Society is not transferable.
- 8) The Committee must keep a register of members.
- 9) The Committee may refuse membership to any person if in their reasonable opinion that person being a member would be harmful to the Society.
- 10) The Committee may establish further different classes of membership prescribe their respective benefits and duties and set the levels of any subscriptions.

GENERAL MEETING (AGM AND EGM)

- 1) Members and families and friends who help Society Members, are entitled to attend general meetings of the Society but only Members are entitled to vote.
- 2) General meetings are called on at least fourteen clear days written notice to the members specifying the business to be transacted. The written notice to be posted on the Allotment Site Notice board.
- 3) Each signatory to an allotment garden tenancy has one vote.
- 4) Vote by show of hands is used provided The Chair is satisfied that the voting reflects each Member's vote only.
- 5) Alternatively, A poll vote is taken for each Motion. Voting slips are issued to each allotment garden represented at the meeting.
- 6) There is a quorum at a general meeting if the number of members personally present is more than 3 people, provided that The Chair, Secretary and Treasurer are present.

- 7) The Chair or if The Chair is unable or unwilling to do so, some other member appointed by the committee members who are present, presides at a General Meeting.
- 8) Members may not appoint a proxy unless the Committee invites members to appoint a proxy when they shall issue proxy forms to all members with the notice of the meeting.
- 9) Every allotment garden (Plot) Society member represented at the meeting has one vote, except for The Chair of the meeting, who has a second or casting vote.

ANNUAL GENERAL MEETING (AGM)

An Annual General Meeting (AGM) must be held in every year.

The purpose of the AGM is for the Members to:

- a) Approve the minutes of the previous AGM and any intervening EGMs.
- b) Receive the report of the Committee on the Society's activities since the previous AGM.
- c) Receive the accounts of the Society for the previous financial year.
- d) Appoint an auditor or independent examiner for the Society or delegate such appointment to the Committee.
- e) Accept the retirement of those elected Committee Members who are retiring.
- f) Elect Committee Members to fill the vacancies arising, through an election process determined by the Committee which must include all members being invited to nominate themselves or other members as candidates and all candidates names being supplied to members with the notice of the meeting; and
- g) Discuss any issues of policy or deal with any other business put before them by the Committee.

Any general meeting which is not an AGM is an EGM.

EXTRAORDINARY GENERAL MEETING (EGM)

An Extraordinary General Meeting (EGM) may be called at any time by the Committee and must be called within twenty eight clear days after a written request to the Committee from at least ten members unless a majority of the requesting members agree to a longer period or unless the Committee reasonably requires more time to meet the requirements.

A members' request for an EGM is subject to the following:

- a) A members' request shall state the business of the meeting and the resolution or resolutions to be put to the meeting.
- b) A members' request shall be accompanied by the name, address and signature of each member making the request. The request shall be in writing and may be on more than one piece of paper but each page which carries a member's signature shall state the resolution or resolutions.
- c) A members' request may be accompanied by a statement which, without the agreement of the Committee, shall not exceed one thousand words and this statement shall be sent to all members with the notice of the meeting.
- d) Any person directly affected by the resolution shall be supplied by the Committee with a copy of the resolution and member's statement, and be invited by the Committee to submit a statement which, without the agreement of the Committee, shall not exceed one thousand words, and this statement shall be sent to all members with the notice of the meeting.
- e) The Committee may circulate one or more statements to accompany the notice of the meeting or otherwise.
- f) The Committee is not obliged to call a meeting or circulate a resolution or statement which it reasonably considers is vexatious, frivolous or unlawful but shall explain its reasons to those members who have requested a general meeting and invite them to amend such resolution or statement.

THE COMMITTEE

- 1) The Committee has control of the Society and its property and funds.
- 2) The Committee when complete consists of twelve individuals, all of whom must be Members.
- 3) All Committee Members must stand down at each AGM but, may re-stand for election.
- 4) The Committee may in addition appoint no more than 2 co-opted members who shall retire at the next subsequent Annual General Meeting.
- 5) A Committee Member's term of office automatically terminates if he or she:
 - a) Is incapable, whether mentally or physically, of managing his or her own affairs.
 - b) Is absent from three consecutive meetings of the Committee.
 - c) Ceases to be a member of the Society.
 - d) Resigns by written notice to the Committee (but only if at least two Committee Members will remain in office).

- 6) A retiring Committee Member is entitled on written request to an indemnity from the continuing Committee Members at the expense of the Society in respect of any liabilities properly incurred while he or she held office.
- 7) A technical defect in the appointment of a Committee Member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

COMMITTEE PROCEEDINGS

- 1) The Committee must hold at least four meetings each year.
- 2) A quorum at a meeting of the Committee is three Committee Members, but if the total number of Committee Members is below three then the remaining Committee Members may act but only to co-opt additional Committee Members.
- 3) A Committee meeting may be held either in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.
- 4) The Chairman or (if the Chairman is unable or unwilling to do so) the Deputy Chairman or (if the Deputy Chairman is unable or unwilling to do so) some other Committee Member chosen by the Committee Members present presides at each meeting of the Committee.
- 5) Except where otherwise provided by this constitution every issue may be determined by a simple majority of the votes cast at a meeting of the Committee but a resolution which is in writing and signed by all the Committee Members is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 6) Except for the chairman of the meeting, who has a second or casting vote, every Committee Member has one vote on each issue.
- 7) A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee.

COMMITTEE POWERS

The Committee has the following powers in the administration of the Society:

- 1) To negotiate with the Rossendale Borough Council (the Landowner) in respect of all aspects of the site lease including rent and rental review.
- 2) To appoint and remove The Chair and other Officers from among their number, and to appoint and remove other individuals with specific duties (including

representing the Society) on such terms as the Committee from time to time decide.

- 3) To delegate any of the Committee's functions to sub-committees consisting of two or more individuals appointed by them. At least one member of every sub-committee must be a Committee Member and all proceedings of sub-committees must be reported promptly to the Committee.
- 4) To make standing orders consistent with this Constitution to govern proceedings at general meetings.
- 5) To make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees.
- 6) To make regulations consistent with this Constitution to govern the administration of the Society (including the operation of bank accounts and the commitment of funds).
- 7) To resolve, or establish procedures to assist the resolution of, disputes within the Society.
- 8) To exercise any powers of the Society which are not reserved to a general meeting.

BENEFITS TO MEMBERS AND COMMITTEE MEMBERS

The property and funds of the Society must be used only for promoting the Objects and may not be distributed to the members or the Committee Members.

No Committee Member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:

- a) In respect of indemnity insurance.
- b) Reimbursement of reasonable out-of-pocket expenses (including travel costs) actually incurred in the administration of the Society.
- c) An indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defense to criminal proceedings).
- d) Benefits in his or her capacity as a member.

A Committee Member may not be an employee of the Society.

Whenever a Committee Member has a personal interest in a matter to be discussed at a meeting of the Committee or a sub-committee, he or she must:

- a) Declare an interest before the meeting or at the meeting before discussion begins on the matter.
- b) Be absent from that part of the meeting unless expressly invited to remain in order to provide information.
- c) Not be counted in the quorum for that part of the meeting.

- d) Be absent during the vote and have no vote on the matter.

PROPERTY AND FUNDS

- 1) The Society must have one or more bank accounts and all bank accounts which hold the Society's funds must be in the name of the Society with 4 authorised signatories and require at least two of these signatures on every payment.
- 2) Funds which are not required in the near future may be placed on deposit until needed.
- 3) Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.
- 4) The duly elected Chair, Secretary and Treasurer of the Society shall be authorised to act as Trustees for the Society for the purposes of entering into legal agreements including leases, access agreements and tenancy agreements to further the aims and objectives of the Society and that the liability of the individual Trustee under this clause will cease on their relinquishing their office at a duly convened meeting of the Committee.

RECORDS AND ACCOUNTS

- 1) The Committee must keep proper records of all proceedings at general meetings, Committee meetings and all professional advice obtained.
- 2) Accounting and all other records relating to the Society must be made available for inspection by any Committee Member at any time during normal office hours and may be made available for inspection by members if the Committee so decides.
- 3) A copy of the Society's latest available statement of account must be supplied on request to any Committee Member or member.

OFFICIAL COMMUNICATIONS

Shall be received and signed on behalf of the Association by the Secretary or in the absence of the Secretary by the Chair or Treasurer.

NOTICES

- 1) Notices under this Constitution may be sent by hand, by post or by suitable electronic means or with or within any journal distributed by the Society.
- 2) The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 3) Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
 - a) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - b) Three clear days after being sent by first class post to that address,

- c) Four clear days after being sent by second class post or overseas post to that address,
 - d) On being handed to the member or its authorized representative personally or, if earlier,
 - e) As soon as the member acknowledges actual receipt.
- 4) A technical defect in the giving of notice of which the members or the Committee are unaware at the time does not invalidate decisions taken at a meeting.
 - 5) The accidental failure to deliver a member's notice on time or at all does not invalidate decisions taken at a meeting.

AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast.

INCORPORATION

The members at a general meeting may authorize the Committee to transfer the assets and liabilities of the Society to a limited company (including an Industrial and Provident Society) established within, the same as or similar to the Objects and of which the members of the Society will be entitled to be members.

DISSOLUTION

If at any time members at a general meeting decide to dissolve the Society, the Committee Members will remain in office and will be responsible for the orderly winding up of the Society's affairs.

After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways:

- By transfer to one or more other bodies established for purposes within, the same as or similar to the Objects; or
- Directly for the Objects or purposes within or similar to the Objects.

INTERPRETATION

In this Constitution:

- "The Chair" means Chairman, Chairwoman Chairperson
- 'The Committee' means the Committee Members collectively acting as the governing body of the Society;
- 'Committee Member' means a member of the governing body of the Society and 'Committee Members' the members of the governing body;

- 'The Chairman' means the chairman of the Society appointed by the Committee;
- 'Clear day' means 24 hours from midnight following the relevant event;
- 'Custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000;
- 'EGM' means a general meeting of the members of the Society which is not an AGM;
- 'Elected Committee Members' means those Committee Members who are elected at the AGM;
- 'Financial year' means the Society's financial year;
- 'Firm' includes a limited liability partnership;
- 'Independent examiner' means an independent person who is reasonably believed by the Committee to have the requisite ability and practical experience to carry out a competent examination of the accounts;
- 'Months' means calendar months;
- 'The Objects' means the objects of the Society set out in clause 2;
- 'The Society' means the association comprised in this Constitution;
- 'Written' or 'in writing' refers to a legible document on paper including a fax or e-mail message;

ADOPTED at the AGM held at Sunnybank Social Club on 21st October, 2014

Name of the Chairman of the Meeting **Judith Collier**.....

Signature *Judith Collier*.....

Name of the Witness to the above Signature *[Signature]*.....

Address *BROOKFIELD COTTAGE 384 BURY RD*.....

RAWTENSTALL BR4 6EJ.....

Occupation *RETIRED*.....

Signature *[Signature]*.....

