

CONSTITUTION

1 NAME

The Name of the Society shall be:
The Norfolk & Norwich Horticultural Society 2002 (the Society).

2 ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution (“the Executive Committee”)

3 OBJECTS

The objects for which the Society is established are:-
To advance the education of the public in horticulture.

4 POWERS

In furtherance of these objects but not otherwise the Executive Committee may exercise the following powers:-

- i) hold Shows and Exhibitions which may include the offering of prizes and awards.
- ii) arrange lectures, demonstrations, meetings and visits.
- iii) co-operate with and affiliate with or to other Societies pursuing the same objectives notwithstanding that an affiliate may be pursuing only a single branch of horticulture.
- iv) maintain an archive.
- v) to organise a panel of, and provide training for, judges and lecturers.
- vi) to raise funds and invite and receive contributions provided that the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- vii) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- viii) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society.
- ix) to appoint and constitute such advisory committees as the Executive Committee may think fit.
- x) to do all such other lawful things as are necessary for the achievement of the objects.

5 MEMBERSHIP

A) Membership of the Society shall be open to:

i) persons with an interest in horticulture and who have paid any annual subscription as determined from time to time at the Annual General Meeting of the Society.

ii) any body corporate or unincorporated association which is interested in furthering the Society’s work and has paid any annual subscription (any such body being called in this constitution a “Member Organisation”).

B) Every Individual Member shall have one vote.

C) The Executive Committee may unanimously and for good reason terminate the membership of any individual or organisation. Provided that the individual concerned or an appointed representative of the Member Organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

6 HONORARY OFFICERS

At the annual general meeting of the Society the members shall elect from amongst themselves a treasurer, secretary and show secretary. A President and Vice President shall also be elected who shall be ex-officio members of the Executive Committee.

7 EXECUTIVE COMMITTEE

A) The Executive Committee shall consist of not more than 21 members being:

- i) the honorary officers specified in the preceding clause.
- ii) not less than 10 and not more than 16 members elected at the annual general meeting (who shall be over 18 years of age and) who shall hold office from the conclusion of that meeting.

B) The Executive Committee may in addition appoint not more than 2 co-opted members.

C) All members of the Executive Committee shall retire from office together at the annual general meeting, but they may be re-elected or re-appointed.

D) The Committee shall elect a chairman from one of their number.

8 DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

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

- a) is disqualified from acting as a member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- c) is absent without the permission of the Executive Committee from all their meetings held within a six month period.

9 EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.

1) [Subject to the provisions of sub-clause (2) of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

2) The Show Secretary, General Secretary, Social Secretary, Membership Secretary and Treasurer may in the following circumstances be paid annual

honorariums: 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. Provided that at no time shall a majority of members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own honorarium is under discussion.

10 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- b) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- c) There shall be a quorum when at least one third of the number of members of the Executive Committee are present.
- d) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- e) The Executive Committee shall keep minutes, in books kept for the purpose, of proceedings at meetings of the Executive Committee and any sub-committee.
- f) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

11 RECEIPTS AND EXPENDITURE

- a) The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee, or elected officers.
- b) The funds belonging to the Society shall be applied only in furthering the objects.

12 PROPERTY

A) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- i) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities, and
- ii) all investments held by or on behalf of the Society;

which are not vested in a corporation entitled to act as Custodian Trustee.

- B) If a corporation entitled to act as Custodian Trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13 ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) the keeping of accounting records for the Society;
- b) the preparation of annual statements of accounts for the Society;
- c) the auditing or independent examination of the statements of account of the Society; and
- d) the transmission of the statements of accounts of the Society to the Charity Commission.

14 ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

15 ANNUAL GENERAL MEETING

A) There shall be an annual general meeting of the Society which shall be held in the month of March in each year or as soon as practicable thereafter.

B) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Society. All members of the Society shall be entitled to attend and Individual Members entitled to vote at the meeting.

C) The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.

D) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the secretary of the Executive Committee at least 28 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

16 SPECIAL GENERAL MEETINGS

The Executive Committee may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business

to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

17 PROCEDURE AT GENERAL MEETINGS

A) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.

B) There shall be a quorum when at least one tenth of the number of members of the Society for the time being, are present at any general meeting.

18 ALTERATIONS TO THE 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 proposed.

B) No amendment may be made to clause 1 (the name of the Society clause), clause 3 (the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 19 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.

C) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

D) The Executive Committee should promptly send to the Charity Commission a copy of any amendment under this clause.

19 DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have 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 institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. 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.

“I certify this to be a true copy of the original”

Signed..... *Andrew Foster* Chairman

Date..... *27/3/02*