



CONSTITUTION OF THE EALING DEAN ALLOTMENTS SOCIETY

1 Name

The name of the society shall be the **Ealing Dean Allotments Society** ("the Society").

2 Objects

The Objects of the Society are:

- 2.1 To provide a safe, secure, accessible and well-managed allotment site for the benefit of the Members of the Society ("the Members")
- 2.2 To improve and enhance the allotments for the greater convenience and enjoyment of the Members
- 2.3 To be a good neighbour to the local community
- 2.4 To conserve the allotment as a green space in a built-up area and secure its long term use as allotment gardens and a haven for wildlife and its conservation
- 2.5 To contribute to healthy living through open-air physical activity and the cultivation of natural food produce, flowers and fruit trees
- 2.6 To foster community fellowship and social relationships between Members, irrespective of age, gender, faith, race, ethnic origin, disability or sexual orientation.
- 2.7 To promote the art, science and practice of horticulture among Members and the wider community of Ealing.

3 Powers of the Society

- 3.1 The Society shall have the following powers to be exercised only in pursuit of the Objects:
- (1) To manage allotments and to make agreements with allotment holders on such terms and subject to such rules as the Society shall determine from time to time.
 - (2) To promote or carry out research, provide advice and publish or distribute information.
 - (3) To join, affiliate to, support, administer or set up other bodies.
 - (4) To raise funds.
 - (5) To acquire, hire, let or dispose of equipment or facilities of any kind.
 - (6) To set aside funds for special purposes or as reserves against future expenditure.
 - (7) To deposit or invest in funds in any manner and to take advice from a financial expert on the management of those investments
 - (8) To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society, its officers and its volunteers.
 - (9) To employ paid or unpaid agents, staff or advisers.
 - (10) To enter into contracts to provide services to or on behalf of other bodies.
- 3.2 To represent the interests and views of the members of the society in discussions with Pathways or any other subsequent landlord.
- 3.3 To do anything else within the law which promotes or helps promote the Objects.
- 3.4 "The Committee" shall manage the business of the Society and shall exercise the powers in 3.1, 3.2 and 3.3 on behalf of the Society in furtherance of the Objects (but not for any other purpose).

4 Membership

4.1 Membership of the Society is open to any individual or organisation interested in promoting the Objects. Every person who holds an allotment which is managed by the Society shall be required to be a Member of the Society as a condition of holding such an allotment. Any organisation becoming a Member shall have one authorised representative and shall inform the Society in writing of the name of that person.

4.2 Every Member shall pay a nominal membership subscription, as recommended by the Committee and agreed by the Members at the Annual General Meeting. This subscription shall be paid at the same time as the annual allotment rent.

4.3 Payment of the subscription shall be considered as acceptance by the Member of the rules and regulations of the Society.

4.4 The Committee shall keep a register of Members.

4.5 A Member whose subscription is three calendar months in arrears ceases to be a Member but may be reinstated on payment of the amount due.

4.6 A Member may resign by written notice to the Society and, if that individual or organisation is an allotment holder, that shall also be taken as notice of termination of the tenancy of their allotment in accordance with 4.1 above.

4.7 The Committee may refuse membership to any individual or organisation if in their reasonable opinion that individual or organisation being a Member would be harmful to the Society.

4.8 The Committee may by resolution terminate the membership of any Member on the ground that in their reasonable opinion the Member's continued membership would be harmful to the Society. The Committee may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member puts forward within 14 clear days after receiving notice. The Committee shall offer the Member the opportunity to meet with the Committee or such person or persons it may appoint for this purpose. At such a meeting the Member shall be entitled to be accompanied and assisted by one person of his or her choosing. Such a Member is not entitled to a refund of any subscription, allotment rent or other payment, but the Committee may at its absolute discretion make a whole or partial refund. Within fourteen days of the Committee's decision the Member may make a final appeal to Pathways, whose decisions shall be binding on the Member and the Society.

4.9 Membership of the Society is not transferable.

5 General Meetings

5.1 All Members are entitled to attend general meetings of the Society either in person or (in the case of a member organisation) through an authorised representative. General meetings are called on at least fourteen clear days written notice to the Members specifying the business to be transacted, including any resolutions to be proposed.

5.2 An Annual General Meeting (AGM) must be held in every calendar year and shall be held as the Committee shall determine upon not less than 14 clear days' written notice to Members, within six calendar months after the financial year end, but in any case not later than eighteen calendar months after the previous AGM.

5.3 There is a quorum at a general meeting if the number of Members or authorised representatives personally present is at least 15.

5.4 At all general meetings of the Society the Chair shall chair the meeting, or in his or her absence, any Member nominated by the Committee members present.

5.5 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the Members or authorised representatives present.

5.6 Except where otherwise provided by this Constitution, voting is by a show of hands, but the chair of the meeting or not less than five Members or authorised representatives present may require, before or after a show of hands, a counted vote.

5.7 Members may not vote by proxy unless the Committee invites all Members to vote by proxy when they shall issue proxy voting forms to all Members with the notice of the meeting, such forms to be returned before the meeting as directed by the Committee.

5.8 Except for the chair of the meeting, who has a second or casting vote, every Member or authorised representative present is entitled to one vote on every issue.

5.9 At an AGM the Members shall:

- (1) approve the minutes of the previous AGM and any intervening Special General Meetings,
- (2) receive the report of the Committee on the Society's activities since the previous AGM,
- (3) receive the accounts of the Society for the previous financial year,
- (4) appoint an auditor or independent examiner for the Society or delegate such appointment to the Committee,
- (5) accept the retirement of those elected Committee Members who are retiring,
- (6) elect the Chair, Secretary and Treasurer as members of the Committee and up to three other elected 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 may discuss any issues of policy or deal with any other business put before them by the Committee.

5.10 Any general meeting which is not an AGM is a Special General Meeting (SGM).

5.11 An SGM 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 of clause 5.12 (4).

5.12 A Members' request for an SGM is subject to the following:

- (1) A Members' request shall state the business of the meeting and the resolution or resolutions to be put to the meeting.
- (2) A Members' request shall be in writing and accompanied by the name, address and signature of each Member making the request.
- (3) 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.
- (4) 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.
- (5) 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.

6 The Committee

6.1 The Committee may comprise up to nine individuals, all of whom must be Members or authorised representatives. Six Committee Members shall be elected, including the Chair, Secretary and Treasurer and three other elected Committee Members.

6.2 The Committee shall have the power to co-opt additional or replacement Committee Members as they consider fit. Such co-opted Committee Members shall at no time exceed three in number.

6.3 Co-opted Committee Members are appointed by resolution of the Committee to hold office until the end of the next AGM.

6.4 All elected Committee Members must stand down at each AGM but, if eligible, may re-stand for election.

6.5 No Member is eligible to stand for election if he or she has been a member of the Committee for any part of each of the five immediately preceding periods from one AGM to the next. Such a Member may be co-opted as a selected Committee Member but may not stand for election again until he or she has ceased to be a Committee Member for the whole of the period from one AGM to the next AGM. The exception to this clause is where at an AGM there are insufficient nominees to fill at least the Chair, Secretary and Treasurer positions and in those circumstances the AGM has the discretion to override the provisions in this clause if in the view of the Members present that would be in the best interests of the Society.

6.6 A Committee Member's term of office terminates if he or she:

(1) Is absent from three consecutive meetings of the Committee unless the Committee is satisfied that there are exceptional circumstances.

(2) Ceases to be a Member of the Society.

(3) Resigns by written notice to the Committee (but only if at least two Committee Members will remain in office).

(4) Is removed by a resolution passed by every one of the other Committee Members after they have invited the views of the Committee Member concerned and considered the matter in the light of any such views. The Committee shall offer the Committee Member the opportunity to meet with the Committee and at such a meeting the Committee Member shall be entitled to be accompanied and assisted by one person of his or her choosing.

6.7 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.

7 Meetings of the Committee

7.1 The Committee shall hold at least two meetings each calendar year.

7.2 The quorum at a Committee meeting shall be three voting Members.

7.3 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.

7.4 At all meetings of the Committee the Chair shall take the chair, or in his or her absence any member of the Committee whom the meeting may elect.

7.5 Every issue considered at a Committee meeting shall be determined by a simple majority of the votes cast but a resolution which is in writing and signed and dated by all members of the Committee 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.

7.6 Except for the Chair of the meeting who may have a second or casting vote every member of the Committee shall have one vote on each issue.

7.7 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee.

8 Powers of the Committee

In addition to the provisions in 3.1 to 3.3 the Committee shall have the following powers in the administration of the Society:

8.1 To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a member of the Committee and all proceedings of sub-committees shall be reported promptly to the Committee).

8.2 To draw up rules consistent with this Constitution to govern proceedings at general meetings, the Committee and its sub-committees.

8.3 To resolve or establish procedures to assist the resolution of disputes within the Society.

9 Property and Funds

9.1 All equipment, possessions and funds of the Society must be used only for furthering the Objects.

9.2 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 and require at least two signatures on every payment.

9.3 Funds which are not required in the near future may be placed on deposit or invested in accordance with this constitution until needed.

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

- (1) Reimbursement of reasonable out-of-pocket expenses actually incurred undertaking official business on behalf of the Society.
- (2) A reasonable rent or hiring fee for property let or hired to the Society.
- (3) Benefits in his or her capacity as a Member.

9.5 Whenever a Committee Member has a personal interest in a matter to be discussed at a meeting, he or she must:

- (1) declare an interest before discussion begins on the matter,
- (2) withdraw from that part of the meeting unless expressly invited to remain in order to provide information,
- (3) not be counted in the quorum for that part of the meeting and
- (4) withdraw during the vote and have no vote on the matter.

10 Records and Accounts

10.1 The Committee must keep proper records of all proceedings at general meetings, Committee meetings and of all professional advice obtained.

10.2 Accounting and all other records relating to the Society must be made available for inspection by any Committee Member at reasonable times and may be made available for inspection by Members if the Committee so decides.

10.3 A copy of the Society's latest available statement of account must be supplied on request to any Committee Member or Member.

10.4 Minutes and attached records of committee meetings will be made available to the society's members within 21 days of the meeting.

11 Notices

11.1 Notices under this Constitution may be sent by hand or by post or by suitable electronic means or (where applicable to Members generally) may be published in a newsletter distributed by the Society.

11.2 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).

11.3 Any notice given in accordance with this constitution is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means or delivered by hand,
- (2) three clear days after being sent by first class post to that address,
- (3) four clear days after being sent by second class post to that address,
- (4) one week after the date of distribution of a newsletter containing the notice,
- (5) on being handed to the Member personally or, if earlier,
- (6) as soon as the Member acknowledges actual receipt.

11.4 Technical defects in the giving of notice of which the Member or the Committee is unaware at the time do not invalidate decisions taken at a meeting.

11.5 The accidental failure to deliver a Member's notice on time or at all does not invalidate decisions taken at a meeting.

12 Amendments

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

13 Dissolution

13.1 If at any time the 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.

13.2 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:

- (1) by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects; or
- (2) directly for the Objects or purposes within or similar to the Objects
- (3) failing transfer to another body the members will decide on the distribution of assets.

14 Interpretation

14.1 In this Constitution:

'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society;

'The Chair' means the person elected by the Members at the AGM as chair or chairperson of the Society or in the absence of such as selected by the Committee;

'Clear day' means 24 hours from midnight following the relevant event;

'The Committee' means the Committee Members collectively acting as the governing body of the Society;

'Committee Member' means a member of the Committee acting as governing body of the Society;

'Ealing Dean Allotments Society' means the Society established by the adoption of this constitution and being based at Northfield Avenue Allotments W13, owned by Pathways;

'Financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'Financial year' means the Society's financial year;

'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;

'Material benefit' means a benefit which is financial or has a monetary value;

'Pathways' means Housing Pathways Trust Ltd. of 14 Tawny Close, Ealing, W13 9LX, the trustees of Northfield Avenue allotments;

'A proxy vote' is a vote by means of a document provided for the purpose;

'The Society' means the Ealing Dean Allotments Society as comprised in this Constitution;

'Written' or 'in writing' refers to a legible document including a fax or e-mail message.

ADOPTED at the inaugural Annual General Meeting held at 71A Northcroft Road, Northfields community Centre, Ealing, London - on Tuesday 14th January 2014.