

**CONSTITUTION**  
of  
**CHILD'S HILL ALLOTMENT SOCIETY**

An Unincorporated Association

Child's Hill Allotment Society

Constitution agreed at AGM on June 24 2012

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Words in **bold** on their first appearance are defined in the Interpretation

# CHILD'S HILL ALLOTMENT SOCIETY

An Unincorporated Association

## CONSTITUTION

### 1. **Name**

The name of the Association is

CHILD'S HILL ALLOTMENT SOCIETY

### 2. **Objects**

The **Objects** are:

- 2.1 To manage allotments, in particular in the district of Child's Hill in London.
- 2.2 To promote the art, science and practice of horticulture.
- 2.3 To promote the interests of gardeners.
- 2.4 To educate in the principles and practice of horticulture.

### 3. **Powers**

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To manage allotments 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.
- 3.2 To promote or carry out research, provide advice and publish or distribute information.
- 3.3 To join, affiliate to, co-operate with, support, administer or set up other bodies.
- 3.4 To raise funds, borrow money and give security for loans.
- 3.5 To acquire, hire, let or dispose of property of any kind.
- 3.6 To make grants or loans of money and to give guarantees.
- 3.7 To set aside funds for special purposes or as reserves against future expenditure.
- 3.8 To deposit or invest in funds in any manner and delegate the management of investments to a financial expert.
- 3.9 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.
- 3.10 Subject to sub-clause 9.3, to employ paid or unpaid agents, staff or advisers.
- 3.11 To enter into contracts to provide services to or on behalf of other bodies.
- 3.12 To establish or acquire subsidiary bodies to assist or act as agents for the Society.
- 3.13 To do anything else within the law which promotes or helps to promote the Objects.

#### **4. Membership**

- 4.1 Every person who holds an allotment which is managed by the Society is a **tenant member** of the Society as a condition of holding such an allotment. Membership is automatically terminated when a member ceases to hold an allotment.
- 4.2 The Society may establish additional classes of membership, prescribe their respective benefits and duties and set the levels of any subscriptions.
- 4.3 The Committee must keep a register of **members**.
- 4.4 A member whose subscription is three months in arrears ceases to be a member but may be reinstated on payment of the amount due.
- 4.5 A member may resign by **written** notice to the Society.
- 4.6 The Committee may refuse membership to any person if in their reasonable opinion that person being a member would be harmful to the Society.
- 4.7 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.
- 4.8 Membership of the Society is not transferable.

#### **5. General Meetings (AGM and EGM)**

- 5.1 Tenant members are entitled to attend general meetings of the Society. General meetings are called on at least fourteen clear days written notice to the tenant members specifying the business to be transacted.
- 5.2 There is a quorum at a general meeting if the number of tenant members personally present is at least 20% of the total tenant membership.
- 5.3 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 tenant member appointed by the committee members who are present or failing that elected by those tenant members present, presides at a general meeting.
- 5.4 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the tenant members present in person
- 5.5 Except where otherwise provided by this Constitution, voting is by a show of hands, but the chairman of the meeting or not less than five tenant members present in person may require, before or after a show of hands, a counted or poll vote.
- 5.6 Tenant members may not appoint a proxy unless the Committee invites tenant members to appoint a proxy when they shall issue proxy forms to all tenant members with the notice of the meeting.
- 5.7 Except for the chairman of the meeting, who has a second or casting vote, every tenant member present in person is entitled to one vote on every issue except that, where a plot is held by joint tenants, only one vote may be cast.
- 5.8 An **AGM** must be held in every year, within three calendar months of the end of the Society's financial year.

- 5.9 At an AGM the tenant members:
- (1) Approve the minutes of the previous AGM and any intervening **EGMs**.
  - (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 elected Committee Members to fill the vacancies arising, through the following election process 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;
    - a. The Chairman of the Society shall act as Returning Officer.
    - b. Tenant members may nominate themselves or other tenant members for election.
    - c. Nominations must be proposed and seconded.
    - d. Nominations must be countersigned by the nominee indicating their willingness to stand
    - e. Nominations must be received in writing by the Secretary at least twenty-one clear days before the meeting.
    - f. If there are fewer nominations than vacancies, then all candidates are elected without a ballot.
    - g. If there are more nominations than vacancies, there shall be a secret ballot using ballot papers prepared in advance by the Secretary.
    - h. The count shall be conducted by the Chairman assisted by a minimum of two scrutineers. Scrutineers shall be appointed by the meeting and must be neither candidates in the election nor members of the outgoing committee.
  - (7) Discuss any issues of policy or deal with any other business put before them by the Committee, or by tenant members. The procedure for the submission of motions to the AGM by tenant members is as follows
    - a. Motions must be sent in writing to the Secretary twenty-one clear days before the meeting.
    - b. Each motion must be accompanied by the name, address and signature of the member who is proposing it.
    - c. A members request may be accompanied by a statement which shall not exceed 1000 words and this statement will be sent to all tenant members with the notice of the meeting.
    - d. The committee is not obliged to circulate a motion or statement which it considers to be vexatious, frivolous or unlawful but shall explain its reasons to the submitter and invite them to amend such motion.
  - (8) Approve the rents proposed by the committee for the plots sub-let by the Society to its members.
  - (9) Approve the charges to tenants proposed by the committee for additional services, such as the water supply.

- (10) Approve changes to the terms and conditions of the tenancy agreement by which tenant members hold tenancies from the Society.
- 5.10 Any general meeting which is not an AGM is an EGM.
- 5.11 An 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 tenant members unless a majority of the requesting tenant 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 tenant members' request for an EGM is subject to the following:
- (1) A tenant members' request shall state the business of the meeting and the motion or motions to be put to the meeting.
  - (2) A tenant members' request shall be accompanied by the name, address and signature of each tenant 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 tenant member's signature shall state the motion or motions.
  - (3) A tenant 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 tenant members with the notice of the meeting.
  - (4) Any person directly affected by the motion shall be supplied by the Committee with a copy of the motion and tenant 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 tenant members with the notice of the meeting.
  - (5) The Committee may circulate one or more statements to accompany the notice of the meeting or otherwise.
  - (6) The Committee is not obliged to call a meeting or circulate a motion or statement which it reasonably considers is vexatious, frivolous or unlawful but shall explain its reasons to those tenant members who have requested a general meeting and invite them to amend such motion or statement.

## **6. The Committee**

- 6.1 The Committee has control of the Society and its property and funds, except where otherwise provided by this constitution. .
- 6.2 The Committee when complete consists of ten individuals, all of whom must be tenant members. The Committee consists of eight elected Committee Members and two **selected Committee Members**.
- 6.3 All elected Committee Members must stand down at each AGM but, if eligible, may re-stand for election.
- 6.4 No tenant member is eligible to stand for election if he or she has been a member of the Committee for any part of each of five consecutive periods from one AGM to the next AGM unless he or she has since not been a Committee Member for the whole of the period from one AGM to the next AGM. 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.
- 6.5 The Committee may co-opt as a Committee Member any tenant member to fill a casual vacancy amongst the elected Committee Members.

- 6.6 Selected Committee Members are appointed by resolution of the Committee to hold office until the end of the next AGM.
- 6.7 A Committee Member's term of office automatically terminates if he or she:
- (1) Is incapable, whether mentally or physically, of managing his or her own affairs.
  - (2) Is absent from three consecutive meetings of the Committee without reasonable excuse.
  - (3) Ceases to be a member of the Society (but such a person, on resuming membership of the Society, may be reinstated by resolution of the Committee before the next AGM).
  - (4) Resigns by written notice to the Committee (but only if at least two Committee Members will remain in office).
  - (5) 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.
- 6.8 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.
- 6.9 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. Committee Proceedings**

- 7.1 The Committee must hold at least six meetings each year.
- 7.2 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.
- 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 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.
- 7.5 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.
- 7.6 Except for the chairman of the meeting, who has a second or casting vote, every Committee Member has one vote on each issue.
- 7.7 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee.

## **8. Committee Powers**

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

- 8.1 To appoint and remove a Chairman, a Deputy Chairman 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.
- 8.2 To propose to tenant members in a general meeting the appointment and removal of any individual (with his or her consent) and on such terms as the Society from time to time decide, with such honorary titles as Patron, President or Vice-President of the Society.
- 8.3 To delegate any of the Committee's functions to sub-committees consisting of two or more individuals appointed by them (but 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). The Committee may arrange for some or all of the members of sub-committees to be elected by some or all of the members of the society.
- 8.4 To propose to tenant members in a general meeting standing orders consistent with this Constitution to govern proceedings at general meetings.
- 8.5 To make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees.
- 8.6 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).
- 8.7 To resolve, or establish procedures to assist the resolution of, disputes within the Society.
- 8.8 To approve exceptional expenditure (that is expenditure that does not recur regularly as an expense of the Society) but only provided such proposed expenditure is less than 25% of the Society's assets as shown in the last published accounts.
- 8.9 To exercise any powers of the Society which are not reserved to a general meeting.

## **9. Benefits to Members and Committee Members**

- 9.1 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.
- 9.2 No Committee Member may receive any payment of money or other **material benefit** (whether direct or indirect) from the Society except:
  - (1) Under sub-clauses 3.9 (indemnity insurance) and 9.3 (contractual payments).
  - (2) Reimbursement of expenses incurred in the administration of the Society.
  - (3) Interest at a reasonable rate on money lent to the Society.
  - (4) A reasonable rent or hiring fee for property let or hired to the Society.
  - (5) An indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings).
  - (6) Payment to a company in which the Committee Member has no more than a one per cent shareholding.
  - (7) Benefits in his or her capacity as a member.

- 9.3 A Committee Member may not be an employee of the Society, but a Committee Member or **connected person** may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit, but only if:
- (1) The goods or services are actually required by the Society.
  - (2) The nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set by the Committee in accordance with the procedure in sub-clause 9.4 and.
  - (3) Not more than half of the Committee Members are interested in any such contract in any one financial year.
- 9.4 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:
- (1) Declare an interest before the meeting or at the meeting before discussion begins on the matter.
  - (2) Be absent 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.
  - (4) Be absent during the vote and have no vote on the matter.
- 9.5 All transactions between the Society and Committee members (or companies or businesses controlled by or connected with them) must be disclosed in detail in the accounts and disclosed at the AGM.

## **10. Property and Funds**

- 10.1 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 and require at least two signatures on every payment, or in the case of transactions undertaken by electronic means two secure authorisations.
- 10.2 Funds which are not required in the near future may be placed on deposit or invested in accordance with clause 3.8 until needed.
- 10.3 Investments and other property of the Society may be held:
- (1) In the name of a **nominee company** acting under the control of the Committee or of a financial expert acting on their instructions.
  - (2) In the name of at least two and up to four holding Committee Members for the Society who may be appointed (and removed) by resolution of the Committee.
  - (3) In the name of a **trust corporation** as a holding trustee for the Society, which must be appointed (and may be removed) by deed executed by the Committee.
- 10.4 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as **custodian**.
- 10.5 Any nominee company acting under sub-clause 10.3(2), any trust corporation appointed under sub-clause 10.3(3) and any custodian appointed under sub-clause 10.4 may be paid reasonable fees.

## **11. Records and Accounts**

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

- 11.2 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.
- 11.3 A copy of the Society's full annual accounts must be supplied to any Committee Member or member.
- 11.4 Reports of the proceedings of committee meetings must be made available to members.

## **12. Notices**

- 12.1 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.
- 12.2 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).
- 12.3 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 to the relevant address,
  - (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 or overseas post to that address,
  - (4) On being handed to the member or its authorised representative personally or, if earlier,
  - (5) As soon as the member acknowledges actual receipt.
- 12.4 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.
- 12.5 The accidental failure to deliver a member's notice on time or at all does not invalidate decisions taken at a meeting.

## **13. Amendments**

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

## **14. Incorporation**

- 14.1 The tenant members at a general meeting may authorise 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.
- 14.2 On a transfer under clause 14.1 the Committee must ensure that all necessary steps are taken as to the transfer of land and other property and the novation of contracts of employment and transfer of pension rights

## **15. Dissolution**

- 15.1 The decision to dissolve the Society may be taken by tenant members at a general meeting by a 2/3 majority of those present.

- 15.2 If at any time it is decided 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.
- 15.3 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.

## **16. Interpretation**

In this Constitution:

- 16.1 'AGM' means an annual general meeting of the Society;
- 'The Committee' means the Committee Members collectively acting as the executive body of the Society;
- 'Committee Member' means a member of the executive body of the Society and 'Committee Members' the members of the executive body;
- 'The Chairman' means the chairman of the Society appointed by the Committee;
- 'Clear day' means 24 hours from midnight following the relevant event;
- 'Connected person' means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Committee Member, any **firm** of which a Committee Member is a member or employee, or a company of which a Committee Member is a director, employee or shareholder being beneficially entitled to more than one per cent of the share capital;
- 'Custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000;
- 'Deputy Chairman' means the deputy chairman of the Society appointed by the Committee;
- 'EGM' means a general meeting of the tenant members of the Society which is not an AGM;
- 'Elected Committee Members' means those Committee Members who are elected at the AGM;
- '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;
- 'Firm' includes a limited liability partnership;
- 'Holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;
- '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;
- 'Member' and 'membership' refer to membership of the Society;
- 'Months' means calendar months;
- 'The Objects' means the objects of the Society set out in clause 2;

'Selected Committee Members' means those Committee Members who are selected by the Committee and co-opted as Committee Members.

'The Society' means the association comprised in this Constitution;

A 'Tenant member' is a member of the Society who holds an allotment which is managed by the Society.

'Trust corporation' has the meaning prescribed by section 205(1)(cxxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);

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

'Year' means calendar year.

- 16.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

ADOPTED at a general meeting held at St Agnes Church Hall, 35 Cricklewood Lane, London, NW2 1HR on June 24 2012

Name of the Chairman of the Meeting Hushang Balyuzi.....

Signature .....

Name of the Witness to the above Signature Hilary Burden.....

Address 53A Nant Road, London, NW2 2AL.....

.....

Occupation Retired.....

Signature .....