



# CONSTITUTION

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This Document plus any annexe/s is 8 pages long

## 1. NAME, OBJECTS AND POWERS

### 1.1 Name

The name of the Association shall be the **EDEN PARK ALLOTMENT ASSOCIATION**

### 1.2 Official Communications

Shall normally be received and signed on behalf of the association by the Secretary or in the absence of the Secretary by the Chairman or Treasurer.

### 1.3 Aim of Association

We are a not-for-profit association whose aim is to assist all members and the wider community in the pursuit of allotment gardening as an environmentally friendly recreation and promote health and well-being, education and community fellowship.

### 1.4 Objects

- (a) To actively cooperate with individuals, groups and organisations with a view to providing allotments, communal areas and improving standards and facilities.
- (b) To establish a working relationship with Rugby Borough Council as landlord with the object of improving facilities, ensuring that essential landlord duties are carried out including communication/consultation of proposed site changes, rent levels and reviewing the tenancy agreement which sets out responsibilities of the landlord and the tenant.
- (c) 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 tenancy.

### 1.5 Powers

The Association 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 Association shall be directed towards the propagation of political or religious doctrines, racial or gender discrimination or take part in any political party or religious denominational activities.

## 2. USE OF NAME

The name shall be mentioned in all business letters of the Association, notices, advertisements and other official publications of the Association and payments, cheques, and orders for money or goods, purporting to be signed by or on behalf of the Association and in all bills, invoices, receipts and letters of credit of the Association.

### **3. MEMBERSHIP**

#### **3.1 Members**

The Association shall consist of Allotment & Leisure Gardeners within the Eden Park Allotment Association site or of such other persons as the committee may admit to membership including members of the wider community and community groups.

#### **3.2 “Full Members”**

Only plot holders and their joint plot holding members are “full members” of the Association. All individuals listed as plot holders on the Tenancy Agreement, responsible for paying rent *and* regularly working on the plot, must become members of the National Allotment Society and Leisure Gardeners (NSALG). This membership ensures they are covered by liability insurance while working on the site. Full members have full voting rights at an AGM and can stand for roles in the Association.

#### **3.3 “Associate Members”**

Non-plot holding members are referred to as 'associate members' and will be included in the Tenancy agreement if they intend to work on the plot. They must be members of the National Allotment Society and Leisure Gardeners (NSALG). As included within this membership is Allotmenters liability insurance (ALI) designed to provide liability protection to member plot-holders and leisure gardeners accused of accidentally causing injury or damaging property.

#### **3.4 Subscriptions**

Members will be required to pay such annual subscriptions as may be determined by the Committee as part of the Treasurer's report and be included in the agenda convening the meeting. Members joining part way through a financial year will pay in full. Subscriptions do not include plot rent or water charges.

#### **3.5 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 the annual subscriptions thereof for a period of 1 month after it has become due.
- (d) The expulsion of a member under Paragraph 3.6 below.

#### **3.6 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 Association, provided that 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.

#### **3.7 Arbitration**

In case any dispute arises between the Association or any of its officers and any member or persons claiming on behalf of a member or under the rules, or in case of any complaint against any member, application may be made to the Association 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 Association 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.

#### **4. LIST OF MEMBERS**

The Association Committee shall allocate the keeping of a membership list, updated at least annually, to one of its members in which shall be entered the following: -

- (a) Name, address, telephone number and email address of member.
- (b) Date of joining and leaving.
- (c) Date of receipt of joining subscription and renewal subscriptions.

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 address to the Secretary.

The above information provided by Tenants may be held on a database and processed in accordance with the provisions of the General Data Protection Regulation (GDPR), 2018. for administrative and statistical purposes. Eden Park Allotment Association will not disclose the information to third parties without prior written consent of the Tenant unless required to do so by any relevant authority.

#### **5. GOVERNANCE AND DAY TO DAY MANAGEMENT**

##### **5.1. Governance**

Governance of the Association shall be vested in the General Meetings.

##### **5.2. Day to Day Management**

Day to Day Management is delegated to the Association Committee.

#### **6. ASSOCIATION COMMITTEE AND OFFICERS**

##### **6.1 Association Committee.**

The Association Committee must be "Full Members" of the Association and shall consist of a minimum of 3 roles: Chairperson, Secretary and Treasurer; and up to 5 other Committee Members or such number as may be determined at a General Meeting.

##### **6.2 Election**

The Association Committee will be elected from "Full Members" of the Association by "Full Members" at the Annual General Meeting and will take office at the end of the Annual General Meeting at which elected until the end of the next Annual General Meeting.

##### **6.3 Mid - Term Vacancy of Officers**

The Association Committee may fill any vacancy arising during the year. Members appointed will be full voting members of the committee and count towards a quorum.

##### **6.4 Co-option**

The Association Committee may co-opt any member to the Committee to assist in its work. Such co-opted members will be non-voting at committee meetings and not count towards a quorum. If a co-opted member wishes to obtain voting rights on the committee an election amongst full members will be organised through an appropriate means without requiring an AGM.

##### **6.5 Powers of Committee**

The Association Committee shall have full power to supervise and manage the day to day work of the Association according to the rules for the purpose of accomplishing its objectives.

##### **6.6 Attendances**

Any Association Committee member who has failed to attend two meetings in any year for any reasons unacceptable to the Committee will cease to be a committee member.

##### **6.7 Removal from Committee**

The Association Committee may remove any officer or committee member from the Committee by a simple majority following an open discussion of the issues which includes the individual members 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.

## 7. MEETINGS OF THE EDEN PARK ALLOTMENT ASSOCIATION COMMITTEE

### 7.1 Frequency of meetings

The Association Committee will meet quarterly or more frequently if required by decision of the Committee.

### 7.2 Quorum at Committee Meetings

A quorum for meetings of the Association Committee shall be at least one officer plus 2 committee members or such other number as may be agreed at a General Meeting.

### 7.3 Emergency Actions

The Chair 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 Association Committee.

### 7.4 Conduct of Meetings

At all meetings of the Committee questions shall be decided by a majority of votes and if the votes are equal the Chair shall have a casting vote in addition to his/her vote as a member. In the absence of the Chair, an acting Chair elected at the committee meeting shall preside for that meeting.

## 8 FINANCE

### 8.1 Financial Records

The three officer positions shall be signatories on the bank account. All withdrawals from this account will necessitate the signatures of two of these authorised individuals. Any projected expenditures must receive approval from at least one other signatory. This approval **must** be provided in writing and maintained within the treasurer's records. The Treasurer will maintain a chronological record of all income and expenses associated with the association's financial transactions. Additionally, **any expenditure** incurred by a committee member, including the treasurer, must be **substantiated** by a supplier's receipt/invoice or an appropriate voucher. If there is no receipt or invoice proof of spending then there will not be a reimbursement of monies to any individual. Any proof of spending documents should clearly indicate the expenditure date, the total amount, and the purpose for the payment. Receipts for NSALG membership fee payments will be issued to plot holders, detailing the payment date, the membership fee duration (e.g., until 28th February 20XX), and the member's name. These receipts will serve as proof of membership

### 8.2 Banking

The Treasurer shall open an account with a bank or building society in the name of the Association. Payments will not be made by cheque.

### 8.3 Annual Accounts Format

If no other activity is envisaged then a simple Income and Expenditure account and a balance sheet will suffice.

### 8.4 Reports to Committee

The Treasurer shall make a verbal report at each committee meeting on income and expenditure and liabilities up to the end of the month before the meeting and make available at the meeting the most recent bank statement.

### 8.5 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. Any funds/grants etc received for a specific project must be ring fenced to that project.

### 8.6 Presentation of Accounts for Audit

The Treasurer shall close the annual account on 30<sup>th</sup> April each year and prepare income and expenditure statements and a balance sheet and present these and the association "cash book" of all income and outgoings to the honorary auditor not later than 30<sup>th</sup> May of that same year.

The audited accounts shall be circulated as part of the agenda for the association's Annual General Meeting signed by the Honorary Auditor and Treasurer.

**8.7 Mid-term vacancy**

Where for any reason the Treasurer ceases to hold office the Committee of Management will appoint an Acting Treasurer. All books, accounts access, bank cards, keys and monies are to be returned to the committee within 7 days. An Honorary Auditor is to be engaged to carry out an interim audit in preparation for the new Treasurer taking up office

**8.8 Membership Fee and Rent**

The Treasurer shall advise the Annual General Meeting of any changes required in the membership fee and rent for the next financial year.

**9. AUDITOR**

**9.1 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.

**9.2 Qualifications**

The Auditor must not be an officer of the Association or a member of the Association Committee 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.

**9.3 Mid Term Vacancy**

Where for any reason the auditor(s) ceases to hold office the Association Committee will appoint a replacement auditor(s) as soon as is practicable and record the action in the minutes.

**10. AUDIT OF ACCOUNTS**

**10.1 Audit Procedure**

The Auditor shall receive the draft accounts, payments, receipts files, bank statements and bank book from the Treasurer no later than two weeks from the close of the accounting year and will examine them and agree final accounts as an accurate and fair record based on the documents of the Association's financial transactions for the year.

**10.2 Tax Liability**

The Association 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.

**10.3 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 Association.

**10.4 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 two weeks of the request.

**11. GENERAL MEETINGS**

**11.1 Annual General Meetings**

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

**11.2 Special General Meeting**

A Special General Meeting shall be held whenever the Association Committee thinks expedient, or when requested by a minimum threshold of 15% of registered members. The Special General Meeting shall be called by the Association Committee within 4 weeks of receipt of the request. Should the Secretary fail to convene the meeting the members signing the requisition may convene such meeting by giving such notice themselves

### **11.3 Notice of General Meeting**

At least twenty one days' notice in writing are to be given of every General Meeting, including a draft agenda stating the business to be transacted at such meeting. The notice shall be sent to every member at the address or to the email address entered in the list of members and no other business than that stated in the notice shall be transacted at such meeting. A Final Agenda will be sent out 7 days prior to the meeting.

### **11.4 Agenda Items**

Agenda items must be notified in writing to the Secretary 14 days prior to the meeting. See notes appended.

### **11.5 Notices of Motions**

Motion or motions must be notified in writing to the Secretary 14 days prior to the meeting signed by the proposer(s) and seconder(s).

### **11.6 Changes in Rules**

Proposed changes in rules must be notified in writing to the Secretary 14 days prior to the meeting signed by proposer(s) and seconder(s).

### **11.7 Voting at General Meetings**

Every "Full Member" of the Association present at a General Meeting and not otherwise disqualified shall have one vote and where the votes cast in any matter are equal then the Chair shall have the casting vote in addition to his/her vote as member. Only Tenants (named plot holders) shall have the right to vote. However, comments and input to any discussions are welcome from co-workers and members of the wider community.

### **11.8 Presiding Officer at General Meetings**

At all General Meetings the Chair of the Association Committee shall preside.

### **11.9 Quorum at General Meetings**

A quorum at General Meetings shall consist of eight members.

### **11.10 Discussions at Meetings**

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

## **12. MEMBERSHIP WITH THE NATIONAL ALLOTMENT SOCIETY AND LOCAL FEDERATION OR COUNTY GROUP COUNCIL**

Eden Park Allotment Association will be affiliated to National Society of Allotment and Leisure Gardeners (NSALG). Subscriptions are payable per plot-holder per year *and associate members (persons who work on the plot) named on the agreement. All persons who are responsible for the plot and regularly work on the plot will need to have liability protection in case of being accused of causing injury or damage to property.*

Benefits include: allotmenters liability Insurance, initial legal advice, a supportive regional network, quarterly magazine and e-news, discounted quality seeds and retail discount booklet and gardening advice

## **13. DISSOLUTION OF THE ASSOCIATION**

The Association may at any time be dissolved by consent of 75% of members attending an EGM called for that purpose and testified by their signatures to an instrument of dissolution. The agreed process for dissolution and the dispersal of any assets and residual cash after payment of expenses is set out at ANNEX 1 below.

## **14. COPIES OF RULES**

A copy of the rules of the Association shall be available on request, free of charge, by the Secretary to every member on joining and on request. Electronic copies will be used wherever possible.

## **15. AMENDMENTS OF RULES**

The rules may be amended by resolution of a 75% majority of those attending a General Meeting called for that purpose.

## **ANNEX 1**

### **DISSOLUTION PROCESS**

1. The Secretary will call a meeting of the Association Committee to discuss possible dissolution.
2. Following a thorough discussion and exploration of possible alternatives the Association Committee may agree to a recommendation for dissolution.
3. If dissolution is recommended, Members of the Association will be informed of the recommendation in writing and invited to an EGM of the Members. Papers will include the Agenda for the meeting and a voting slip to either agree or disagree with the proposed dissolution.
4. An EGM of the Members will be held and if, following a vote, 75% of those Members attending the meeting vote for dissolution then the motion for dissolution will be passed, along with an agreed timescale.
5. The Association Committee shall then be responsible for the orderly winding up of the Association's affairs.
6. After settling all liabilities of the Association, the Association Committee shall dispose of the net assets and funds remaining to local charities which are properly registered as such.