

# STEEPLE ASTON AND MIDDLE ASTON HORTICULTURAL SOCIETY

## DRAFT/CONSTITUTION

### 1. **Name**

The name of the Society is the Steeple Aston and Middle Aston Horticultural Society.

### 2. **Administration**

The Society and its property shall be administered and managed in accordance with this constitution by the members of the Committee.

### 3. **Objectives**

The objectives of the Society are:

to encourage and improve the cultivation of fruit, flowers and vegetables in the district

to encourage associated handicrafts in the district

to encourage, support and facilitate community members of all ages and abilities in the district to participate, come together and engage in horticultural activities

to encourage horticultural and handicraft traditional skills to continue to future generations

### 4. **Powers**

To further the Society's objectives the Committee may:

4.1. organise competitive shows and other events.

4.2. raise funds, inviting and receiving contributions provided that in doing so the Committee do not undertake any substantial permanent trading activities and that it conforms to any relevant requirements of the law and governing regulations;

4.3. 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.

4.4. co-operate with other Societies, voluntary bodies and statutory authorities engaged in furtherance of the objectives and exchange information and advice with them;

4.5. support any charitable trusts, associations or institutions formed for all or any of the objectives;

4.6. do any such lawful things as are necessary for the achievement of the objectives.

### 5. **Membership**

5.1. Membership of the Society shall be open to individuals who are interested in furthering the objectives of the Society and who have paid the annual membership fee which is included as part of the exhibit entry fee for the Society's shows.

5.2. The Committee may, by a two thirds majority of those present at the meeting and for good reason, reject or terminate the membership of any individual, provided that the individual concerned shall be given at least fourteen days' notice in writing of the date of the hearing and the reasons why the Committee proposes to terminate the membership. The individual concerned shall have the right to be heard by a representative of the Committee, accompanied by a friend or representative, before a final decision is made.

### 6. **Honorary Officers**

At each annual general meeting (AGM) of the Society the members shall elect from amongst themselves a President, Vice Presidents, and Committee members including a Chair, Vice Chair (if desired) General Secretary and Treasurer. In addition, the Society may elect other such officers as it sees fit to carry out the objectives of the Society, normally including a show secretary, show field officer and safeguarding officer and may also elect other Committee members. All officers shall hold office from the conclusion of the AGM.

### 7. **Role of President and Vice Presidents**

The President and Vice Presidents are honorary members of the Society and are not required to pay a membership fee. They are not necessarily members of the Committee. They are appointed from the conclusion of the AGM until the conclusion of the next AGM. They have the power to vote at AGMs and Extraordinary General Meetings (EGMs). The role of the President or their delegate is to represent the Society to the public and to oversee the formalities of the appointment of the Chair at the AGM. The President will normally present the prizes at the Annual Show and Vice Presidents may be asked to present prizes at the Spring Show.

## **8. Committee**

8.1. The Committee should ideally consist of not less than **eight** members and not more than **twenty** members.

8.2. All members of the Committee must be full current members of the Society in their own right.

8.3. The Committee may, at any time, appoint co-opted members for an agreed period of time. This can be done as long as no more than **one third** of the members of the Committee are co-opted members.

8.4. If an officer resigns during the year, a replacement officer may be appointed by the Committee.

8.5. All the members of the Committee shall retire from office together at the end of the AGM next after the date on which they came into office but they may all be re-elected or re-appointed.

8.6. The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

8.7. No person shall be appointed as a member of the Committee who would if appointed be disqualified under the provisions of clause 9.

## **9. Determination of Membership of the Committee**

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

9.1. ceases to be a full current member of the Society; or

9.2. becomes incapable by reason of, illness or injury of managing and administering her or his own affairs; or

9.3. is absent from all the committee meetings held within a period of twelve months and the Committee resolves that her or his office be vacated; or

9.4. gives to the Committee notice that she or he wishes to resign with effect from a date at least one month after the date of the notice (unless there are exceptional reasons for shorter notice).

## **10. Committee Members not to be Personally Interested**

10.1. Subject to the provision of sub-clause 10.3 no member of the Committee shall receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

10.2. A Committee member must absent herself or himself from any discussions of the Committee in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interest of the Society and any personal interest (including but not limited to any personal financial interest) which the Committee member may have in the matter under consideration and take no part in any vote on the matter.

10.3. Any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by her or him or her or his firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Society, provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which her or his own instruction or remuneration, or that of her or his firm, is under discussion.

## **11. Meetings and Proceedings of the Committee**

11.1. The Committee shall hold at least **three** ordinary meetings each year. A special meeting may be called at any time by the Chair or by any **three** members of the Committee upon not less than **seven** days' notice being given to the other members of the Committee of the matters to be discussed. All notices must be given in writing by e-mail.

11.2. The Chair shall act as Chair at meetings of the Committee. If the Chair is absent from any meeting, whoever is nominated by the Chair shall chair the meeting or in the absence of such nomination a majority of the committee members present at the meeting shall appoint a chair for that meeting.

11.3. There shall be a quorum when at least **one third** of the members of the Committee for the time or five members whichever is the less, including two officers, are present at the meeting. 'Present' may include physical or online presence.

11.4. The Committee shall keep minutes of the proceedings at meetings of the Committee including ordinary and special meetings.

11.5. The Committee may from time to time make or alter the Society's Regulations for Exhibitors, such changes to take effect once the Annual Show schedule has been published on the Steeple Aston village website. These Regulations shall be set out in the schedule for the Annual Show and remain accessible online all year by way of a link from the Society's entry on the Steeple Aston village website. No regulation, byelaw, standing order or other rule may be made which is inconsistent with this constitution.

11.6. The Committee may appoint one or more advisory or sub-committees of the Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee.

11.7. The Committee shall ensure that at all times the Society and its members shall comply with all legal requirements in force from time to time and any rules applying to the conduct of the activities being undertaken.

## **12. Receipts and Expenditure**

12.1. The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Society at such bank or building society as the Committee shall from time to time decide. The Society may operate more than one bank account.

12.2. The funds belonging to the Society shall only be used to achieve the objectives. No such funds shall be paid or transferred either directly, or indirectly, to any Committee Member except in payment of legitimate reasonable expenses incurred on behalf of the Society, or under 4.3 (indemnity insurance) or 10.3 (professional charges).

12.3. The Committee will appoint up to five of its members to be authorised to approve transactions, including cheques. This will normally be the chair, treasurer, secretary and two of the other officers. All cheques drawn on the Society's bank account or any other withdrawals such as electronic financial transactions must be signed, or authorised as the case may be, by two authorised signatories from among the committee members including either the Chair or the Treasurer.

12.4. Any expenditure over £500 must be approved by the Committee in advance. Any expenditure over £50 but under £500 should normally be supported by a quote and be approved by either the Chair or Treasurer in advance.

12.5. The financial year shall end on 31<sup>st</sup> August.

12.6. The Treasurer shall keep proper accounts of all income and expenditure, prepare financial accounts for submission to the members, email them to the committee members at least 7

days prior to the AGM and report in writing on the financial position to each Committee meeting and at other times as required.

### **13. Annual General Meeting**

13.1. There shall be an AGM of the Society which shall be held each year within **eight weeks** of the end of the Society's financial year or as soon after as is practicable.

13.2. The date of the next AGM shall normally be fixed at the previous AGM. If the date is changed, the Secretary shall email the President, Vice Presidents and committee members with at least seven days' notice of the changed date. The date of the AGM shall also be publicised on the Society's entry on the Steeple Aston Village Website and the Society's Facebook page at least seven days in advance of the meeting. All members of the Society shall be entitled to attend and vote at the meeting.

13.3. The Chair of the Society then in office shall be the Chair of each annual and extraordinary general meeting, but if he or she is not present, before any other business is transacted, whoever is nominated by the Chair, will chair the meeting or in the absence of such nomination a majority of the Committee members present at the meeting shall appoint a chair for that meeting.

13.4. The Treasurer shall present to each AGM the accounts of the Society for the preceding financial year.

13.5. Nominations for election to the Committee may be made by members at the annual general meeting or in writing to the Secretary in advance of the AGM. Should nominees exceed vacancies, election shall be by secret ballot.

### **14. Extraordinary General Meetings**

14.1. The Committee may call an EGM of the Society at any time. If at least **20%** of the Society membership or **10** members, whichever is less, 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 by email to the President, Vice Presidents and committee members and the meeting must also be publicised on the Society's entry on the Steeple Aston Village Website and the Society's Facebook page at least **21** days in advance of the meeting. All members of the Society shall be entitled to attend and vote at the meeting.

14.2. The notice calling the meeting must state the business to be discussed.

### **15. Procedure at General Meetings**

15.1. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society.

15.2. There shall be a quorum when at least **10%** of the number of full members of the Society for the time being or **7** members of the Society, whichever is less, are present at any general meeting. 'Present' may include physical or online presence.

15.3. If after **30** minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall continue with whomever is present.

### **16. Notices**

16.1. Notices required to be served on a member under this Constitution may be handed to the member in person or sent by hand, by post, or by e-mail to the member's last known address.

16.2. 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 working days after being sent by first class post to that address, (3) four working 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.

16.3. 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.

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

**17. Voting**

Every member shall have one vote on any resolution on which he or she is entitled to vote.

Unless this constitution requires a greater majority for a specific decision every resolution shall be decided by a majority of votes by those present and entitled to vote on the question but in the case of a tied vote the Chair of the meeting shall have a second and casting vote.

**18. Alteration to the Constitution**

Any proposed alterations or additions to the Constitution must be laid before the next AGM or an EGM of the Society for ratification and must be approved by a **two thirds** majority of those present and voting.

**19. Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call an EGM of which not less than **21** days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is supported by **two thirds** of those present and voting the 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 institution or institutions who have similar objectives to the Society as the members of the Committee at the time of dissolution may determine. Any transfer of funds and / or assets must be clearly documented and signed by a representative of the committee and of the receiving organisation.

This constitution was adopted at the AGM on 2025 as confirmed by the undersigned:

Signed:

Chair:

Secretary:

Treasurer:

MW First draft. 290425 Amended draft 120625