

Gifford Horticultural Society

Established 1848

Registered Charity No SC00669



CONSTITUTION

PREFACE

Definition of a Constitution

The fundamental principles or established precedents by which an organisation is acknowledged to be governed- i.e., the Rule Book

Why Have a Constitution

Because the formal structure it offers provides a framework giving the organisation:

- Identity
- Continuity
- Credibility
- Agreed and Common Objectives

Historical Notes to Previous Constitution & the Origin of the New One

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It was at a meeting held in the Parish School Room (now the Village Hall) On the 25th January 1848 for the purpose of establishing a Horticultural Society that our first regulations were drawn up. The main objective of the society then, was to encourage excellence in gardening through competition.

However, it was not until the 18th January 1937, when at a General meeting, that further consideration was given to the terms of our constitution. The Governing Council, of the time decided "that the Society having been founded so long ago as 1848, it was thought that some changes were necessary to render it, and it's objectives, more efficient and popular, and it was unanimously resolved that the regulations hitherto governing it be revoked, and a new Constitution and Bye-Laws adopted in their place." The objects of the Society were then stated as being the encouragement of horticulture and all its branches.,

Likewise, the present Committee realise that in the intervening 67 years since 1937 much has changed and a revision of our Constitution is now somewhat overdue. In particular, as the Society obtained Charitable Status in September 1990, and a government review of the way charities are operated and regulated now seems imminent. This point was recognised by the Royal Caledonian Society, who produced a model Constitution for Societies who, like Gifford, are members of their Scottish Gardeners' Forum.

The Gifford Horticultural Society's Constitution is based on this well-structured model with various amendments to meet our own requirements, and it is hoped this will serve the Society for the foreseeable future.

Management Committee

September 2004.

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The Constitution of Gifford Horticultural Society

1- Name

The organisation shall be known as Gifford Horticultural Society (referred to hereinafter as the Society).

2- Objects

The objects of the Society shall primarily be to advance education in the practice and knowledge of gardening and horticulture for the public benefit. However, in addition, the Society will endeavour to assist in working either directly or via another body, to improve the environmental and fabric aspects of the Village and its neighbourhood.

3- Powers

To further the above objects, the Society may:

- a- Carry on activities which help to achieve the above objects (e.g. programme of talks and visits related to gardening, horticulture, plant sales, flower shows etc).
- b- Liaise with other voluntary sector bodies, the local authority, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Society's objects.
- c- Establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Society's objects.
- d- Take such steps as may be deemed appropriate for the purpose of raising funds for the Society's activities.
- e- Accept grants, donations any legacies of all kinds (and to accept any reasonable conditions attached to them).
- f- Invest any funds which are not immediately required for the Society's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- g- Effect insurance of all kinds.
- h- Do anything which may be incidental or conducive to furtherance of any of the Society's objects.

4- Membership

- a- Membership of the Society shall be open to all individuals on payment of an annual subscription as determined from time to time by the Management Committee. Honorary Members may be appointed, based on merit and or service to horticulture, and elected at a general meeting of members.
- b- The Management Committee may refuse to admit any person or body for membership, but only for good and proper reasons.
- c- The Management Committee shall have the right, for good and sufficient reasons, to terminate membership of any individual,

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provided that the individual concerned shall have the right to be heard by the Management Committee before a final decision is made.

5- Management Committee

- a- With the exception of those powers which are specifically stated in this constitution to be exercisable by the members in a General Meeting, the policy, management and regulation of the affairs of the society shall be directed by the Management Committee. The Office Bearers of which shall include Hon President (where appropriate), President, Vice President, Secretary, Show Secretary, and Hon. Treasurer. The Management Committee shall meet not less than 5 times per year, shall consist of no less than 8 members, plus office bearers.
- b- The members of the Management Committee and its Office Bearers shall be elected at the annual general meeting of the Society in accordance with clause 6. Additional Office bearers e.g. "Assistant" or otherwise, may be elected if deemed necessary.
- c- An occurring vacancy on the Management Committee or of an Office Bearer may be filled by the Management Committee; and any person so appointed shall hold office until the conclusion of the next annual general meeting, and if appropriate seek re-election.

6- General Meeting

- a- The Management Committee shall convene an annual meeting in each year; not more that 15 months shall elapse between one annual general meeting and the next. The business of each annual general meeting shall include:
 - Approval of last year's minutes
 - Report by the President on the past year's activities of the Society
 - Presentation of the annual accounts by the Treasurer
 - Election/re-election of members of the Management Committee
 - Election of an independent, competent examiner to audit the accounts
 - Vote on any resolution previously submitted in accordance with Clause 6c, 9b or 10.
 - Taking note of any suggestions or recommendations made by members for further evaluation by the Management Committee.
- b- The Secretary shall call a special general meeting of the Society if decided by the Management Committee, or on receipt of a written request to do so signed by not less than 20% of the members, giving reasons for the request.
- c- Unless otherwise specified in this Constitution, at least 14 days' notice must be given to members in writing of any annual general meeting or special general meeting; such notice must indicate the general

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nature of the business to be dealt with at the meeting. In case of a resolution for dissolution of the Society, the notice of meeting will be subject to Clause 10.

7- Rules of Procedures at all Meetings

- a- **Quorum:** (Number of members that must be present to constitute a valid meeting). For the Management Committee this shall be one third of the elected persons and must include one Office Bearer. For a general meeting this shall include 5% of the membership, plus one third of the Management Committee, which must include two Office Bearers.
- b- **Chair:** The President shall take the chair at all General and Management meetings, and in his/her absence, the Vice President, and in the absence of both then the Management Committee shall choose one of their number as Chairperson.
- c- **Voting:** Unless it is otherwise specified in this Constitution, all proposals, decisions or elections shall be decided by a simple majority of the votes cast. In the case of an equality of votes, the person taking the chair at the meeting shall have a second or casting vote.
- d- **Minutes:** The Management Committee shall ensure that minutes are kept of all general and management committee meetings, which include a note of those present and a record of all proceedings, resolutions and decisions.
- e- **Sub-Committee:** Any sub-committee formed to make specific recommendations to the Management Committee, e.g. outings, speakers, flower show issues etc, are excluded from the above rules of procedure.

8- Finance

- a- All funds raised by, or on behalf of, the Society shall be applied to further its objects and for no other purpose; the preceding provisions shall not, however, prevent the payment in good faith to members reasonable out-of-pocket expenses.
- b- The Treasurer shall keep accurate accounting records in accordance with good accounting practice and prepare annual accounts. The Society's current financial position must be reported at each Management Committee meeting together the separate financial results of each activity such as bulk buying, plant sale, flower show etc.
- c- The accounts shall be independently examined at least once a year by a competent examiner who is not a member of the Management Committee.
- d- If the independent examiner appointed at the annual general meeting ceases to hold that appointment during the period between annual general meetings, the Management Committee shall have

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power to appoint a replacement to hold office until the next annual general meeting.

- e- An independently examined statement of the accounts for the last financial year, shall be submitted by the Management Committee to the annual general meeting.
- f- A bank account shall be opened in the name of the Society with such banks or building societies etc, as the Management Committee may from time to time decide. The Management Committee shall authorise in writing three members of the management committee, two of whom shall be the President and Treasurer, as authorised signatories. Two signatures of which are required for each cheque issued.

9- Alterations to the Constitution

A resolution to alter this constitution shall not be valid unless:

- a- Two thirds of the votes cast in relation to the resolution at a general meeting of the Society (whether annual or general) are in favour, and
- b- Notice (setting out the terms of the proposed alteration) shall have been given to the members not less than 14 clear days before the meeting at which the alteration is proposed.

No alteration shall be made which would have the effect of causing the Society to cease to be recognised as a Charity by the Inland Revenue. Unless changes in future Legislation make it financially unattractive for the Society to remain a registered charity.

10- Dissolution

If the Management Committee by a simple majority, decide at any time that on any ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a special general meeting of the Society, of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given. If such decision is confirmed by a two thirds majority of the votes cast in relation to the resolution at such meeting, the Management Committee shall sell such assets of the Society as they may consider appropriate for the best price reasonably obtainable and settle the debts and liabilities of the Society. Any assets remaining after the satisfaction of such debts and liabilities shall be given or transferred to such charitable organisations, preferably having objectives similar to the Society or otherwise, as the Management Committee may determine.

AMENDMENTS