

THE CONSTITUTION OF THE HARDY PLANT SOCIETY

Registered Charity number 208080

This amendment approved by the Trustees on 6/4/2010

1. TITLE

The title of the society shall be "The Hardy Plant Society" (HPS). The Society may from time to time omit the definite article in its publications, depending on the circumstances.

2. OBJECTS OF THE SOCIETY

The objects of the Society shall be:

- a) to advance the culture, study and improvement of hardy herbaceous plants;
- b) to preserve the older, rarer and lesser known hardy plants and varieties, and prevent their being forgotten and lost to cultivation;
- c) to advance the knowledge of, and foster public interest in, hardy plants, by publications, exhibitions or displays, by stimulating research and experiment, and by awarding bursaries;
- d) to provide expositions of hardy plants at horticultural gardens or gardens open to the public, and to provide facilities for giving advice on the culture of hardy plants;
- e) to organise visits to places of interest in connection with the study of hardy plants, and to co-operate with other bodies having similar or sympathetic aims;
- f) to carry out such acts as shall further the active and corporate life of the Society, which may lawfully be done by a public body established only for purposes recognised by the laws of the United Kingdom as charitable.

3. MEMBERSHIP, REGISTRATION AND AFFILIATION

- a) Membership is open to any person who applies to the Society for membership and who has paid the appropriate annual subscription. Payment of the subscription is deemed to be an agreement to abide by this Constitution. In exceptional cases the Trustees may, by resolution, decline to accept an application for membership or renewal of membership.
- b) The membership shall consist of individual members and joint members (that is, two members at the same address). The subscription rate for each category of membership shall be approved by an Annual General Meeting of the Society.
- c) The Officers of the Society shall be jointly empowered to apply a lower subscription on an individual basis, following a request arising from financial hardship.
- d) Each member shall be entitled to one vote at any General Meeting of the Society.
- e) Each member shall be entitled to one copy of any Newsletter or Journal edition, with the provision that joint members receive only one copy.
- f) Horticultural or other societies, clubs, colleges, private businesses or similar bodies may become affiliated to the Society by the annual payment of a sum determined by the Trustees in relation to the size of the affiliating body. The Trustees shall also have the power to decline acceptance of any such application for affiliated membership. Such affiliation shall normally carry with it the same benefits as those attached to one membership and shall be entitled to one vote at any General Meeting. The Trustees may, by resolution, and without stating any reason other than that recorded in the minutes of their business, terminate the affiliation of bodies affiliated in this manner.
- g) Groups which share an interest in the objects of the Society may apply for registration as a Group of the Hardy Plant Society (*see para. 4 below*).
- h) No individual member, Group member or affiliated body shall make claim to speak on behalf of the Society, without the authority of the Trustees.

4. LOCAL AND SPECIALIST GROUPS (REGISTERED GROUPS) OF THE SOCIETY

- a) Any group of individual members who desire to work together to further the aims of the Society in any locality, or with a specialist focus, may apply for registration upon presenting their draft Constitution for approval.
- b) Approval of Local and Specialist Group Constitutions and any revisions thereto shall be by resolution of the Trustees.
- c) Registered Groups (Local and Specialist Groups) shall be **entitled**:
 - i) to receive copies of the approved Minutes of the Trustees of the Society;

- ii) to make representation to the Trustees of the Society, either directly or via the Honorary Secretary or Groups Co-ordinator, on matters relevant to the Society or the Groups;
 - iii) to nominate a representative to attend any consultative or advisory meeting or conference acting as a forum for discussion within the Society of both Society and Group business;
 - iv) to benefit from the inclusion of a web-link from the Society's site to their own site.
- d) Registered Groups shall be **required**:
- i) to incorporate the name of the Society within their title;
 - ii) to notify the Groups Co-ordinator (or nominated postholder) of their annual programme of activities;
 - iii) to submit annually a copy of their approved statement of accounts to the Society's Administrator;
 - iv) upon request from the Trustees, or from an Officer of the Society, to provide such information about the affairs of the Group as may reasonably be required of them;
 - v) to ensure that membership of the registered group is open only to members of the Hardy Plant Society;
 - vi) to do nothing which may harm the interest or reputation of the Society;
 - vii) to submit any proposed changes to the Group Constitution for approval by the Trustees.
- e) Registered Groups have no authority to enter into any commitment on behalf of the Hardy Plant Society, without explicit approval by the Trustees.

5. ANNUAL SUBSCRIPTIONS

- a) The Trustees shall make proposals for the annual subscriptions or any changes thereto for approval by the Annual General Meeting. (*Note also para. 3c*).
- b) The Trustees shall make arrangements which cover due dates for receipt of subscriptions, any remission of subscriptions arising from applying for membership late in the financial year, any leeway for late payments, and any arrangements for termination of membership.
- c) The Trustees shall have the power to enter into the necessary indemnity for the Society to be the originator in respect of collection of subscriptions by direct debit.

6. GENERAL MEETINGS

- a) The Annual General Meeting (AGM) of the Society shall be held once in every calendar year before the end of March to:
 - i) receive, and, if approved, adopt the annual reports, including reporting of Public Benefit, a statement of accounts for the preceding financial year, and a proposed budget for the current year;
 - ii) elect the Officers of the Society and the other Trustees;
 - iii) appoint an independent examiner of the Society's statement of accounts;
 - iv) elect as President, Vice-President or Honorary Members any person proposed or supported by the Trustees;
 - v) deal with any matters brought forward by resolution of the Trustees.
 - vi)

Note that in practice the AGM will be followed by an Open Forum (which is not formally part of the AGM) at which members may bring forward any matters as suggestions for consideration by the Trustees at future meetings.

- b) An Extraordinary General Meeting (EGM) of the Society may be called at any time by resolution of the Trustees. An Extraordinary Meeting may also be called by a request, in writing, by no fewer than 30 members of the Society, in which case the purpose and the proposed resolution must be set out along with the request. In this latter case the meeting must be held within 96 days of receipt of the request by the Honorary Secretary of the Society, and the Chairman of the meeting shall be nominated by the Trustees. Neither amendments to the proposals nor new proposals shall be allowed at the meeting.
- c) A notice convening any General Meeting shall be sent to all members not less than 21 days before the meeting and this notice shall specify the business of the meeting. Only paid-up members of the Society and official representatives of affiliated bodies (*see para. 3f*) may vote upon matters laid before General Meetings.
- d) A general notice of any forthcoming Annual General Meeting, including details about nominating procedures for the Trustees, shall be circulated to members not less than 3 months prior to the meeting.

- e) Any resolution for consideration by any Annual General Meeting must be received by the Honorary Secretary by 31st December prior to the meeting. The Trustees have the right to exclude any vexatious or inappropriate proposal from consideration by a General Meeting but in such cases shall inform the meeting that an exclusion has taken place.
- f) The quorum at any General Meeting shall be 30 members. If a meeting called by the Trustees is non-quorate after 15 minutes from the time appointed for commencement, the meeting shall stand adjourned to a date, time and place determined by the Chairman. If a meeting called by request as in b) above remains non-quorate after 15 minutes from the time appointed for commencement, it shall be dissolved.
- g) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any member of the Society shall not invalidate any proceedings or resolutions at any meeting of the Society or committee thereof.

7. OFFICERS AND THE TRUSTEES

- a) The affairs of the Society shall be directed by a committee of Trustees who are individual or joint members of the Society. The Trustees shall consist of up to 12 members elected by an AGM of the Society (*see also para. 7e*) with the addition of the ex-officio Trustees (the Officers): the Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary, and any additional members co-opted under para. 7f. The Officers of the Society shall themselves be elected each year by the AGM. The AGM of the Society may also elect a President and Vice-Presidents, following proposals supported by the Trustees. Voting in election may be in person or by post and as the Trustees shall determine; in the event of the position of trustee or officer being uncontested, a simple vote at the AGM shall be sufficient for election.
- b) Any casual vacancy occurring in any elected office may be filled via appointment by the Trustees; persons so appointed shall retire at the next AGM but shall be eligible for election, as for the first time, at this next AGM.
- c) Nominations for Officers and for Trustees must be received by the Honorary Secretary in writing or by e-mail by a date specified in the notice of the AGM and this shall be not less than 8 weeks before the date appointed for the AGM. The Honorary Secretary shall carry out a pre-election vetting check by seeking a declaration in writing from candidates for office or trusteeship to ensure that they are not disqualified from acting as charity trustees, that they are not aware of any conflict of interest, and that any potential for conflict of interest will be declared.
- d) The Trustees shall meet as necessary and at least three times a year. The quorum shall be six Trustees. Seven Trustees shall be able to call for the Honorary Secretary to convene a special meeting of the Trustees by any means of written communication.
- e) The Officers of the Society shall retire each year but be eligible for re-election; the Chairman and Vice-Chairman shall serve a maximum of three years, exceptionally extendible to four consecutive years. Elected Trustees shall serve for a period of four years. The Chairman, Vice-Chairman and elected Trustees shall not be eligible for re-election as a Trustee until two years have elapsed following their term of office. Normally three Trustees will be elected each year. The year of service for those elected at the AGM shall commence at the close of the AGM which elects them.
- f) The Trustees may co-opt up to three members to the committee, who shall each serve for no more than two consecutive years.
- g) The Trustees shall be responsible for organising their own business and may do this by approving standing orders for their own regulation, ways of working or any other procedural devices which they think appropriate. Where circumstances dictate that a decision is required between agreed meeting dates, the Trustees will be able to reach agreement by a personal vote on a motion, carried out by e-mail or by post by the Honorary Secretary.
- h) The Trustees shall be able to make appointments to such posts as they deem necessary for the efficient operation of the Society and the effective attainment of the objects of the Society; the duration of such appointments shall be at the discretion of the Trustees. The Trustees shall have the power to authorise the payment to such persons of fees or honoraria, as they feel appropriate (*see i) below*).
- i) The Trustees shall be responsible for exercising due diligence in resolving any issues involving possible conflicts of interest of trustees, in accordance with Guidelines. Trustees shall not be paid for

discharging their duties as Trustees; however, this ruling shall not prevent a person who is paid for some other task from standing for election, nor shall it preclude payment for performance of such other tasks after election.

- j) The Trustees may appoint sub-committees, working parties, annual meetings, conferences or similar groups as they feel necessary and shall appoint the chairmen thereof. The powers, terms of reference and any budgets of such groups shall be determined by resolution of the Trustees. The business of such groups may also be carried out by e-mail.
- k) Any Trustee who becomes disqualified (by those criteria used by the Charity Commissioners in advice upon 'vetting') from being a charity trustee during his or her term of office may be removed by simple resolution of the Trustees.

8. ALTERATION TO THE RULES AND CONSTITUTION

The Constitution of the Society may be modified by a General Meeting of the Society and shall require at least two thirds of the members present to vote in favour of a proposal for change, to effect an alteration. Amendments shall not be allowed at the meeting.

9. FINANCE

- a) The financial year of the Society shall end on 31st December each year.
- b) All monies payable to the Society shall be received by the Treasurer or by another person nominated by the Trustees, or by a bank appointed by the Society.
- c) All funds which have not been invested shall be deposited in the banking account in the name of the Society, and the Trustees shall approve by minuted resolution the arrangements for the authorisation of withdrawals from the account.
- d) Investments made by the Society may be in shares, stocks, funds, securities and bonds. The Trustees shall have absolute discretion in the distribution of invested funds and shall be the sole beneficial owners thereof. The Trustees may from time to time sell, vary or make transfers of such investments. The purchase and disposal of all such investments shall take place only with minuted approval by the Trustees.
- e) The Society may purchase, or otherwise acquire and hold, property of any nature, under terms and conditions determined by the Trustees.
- f) The Trustees and Officers of the Society shall be indemnified by the Trustees, acting in the name of the Society, from and against any liability and payment which may be incurred or made by them in relation to the trusts of the property and investments of the Society.
- g) An annual report on public benefit, income and expenditure, and the balance sheet shall be presented at the Annual General Meeting.

10. DISSOLUTION

A motion to dissolve the Society may be made only at an Extraordinary General Meeting and shall require support of three quarters of the members present at the EGM to take effect. Upon dissolution, the assets of the Society shall be disposed of only for charitable purposes associated with horticulture or botany, as determined by members present at the said EGM, or, failing such agreement, to any horticultural charity.