

## **THE CONSTITUTION OF THE HARDY PLANT SOCIETY**

*Registered Charity number 20808*

*This Constitution approved by AGM on 26/03/2011 and amended at AGM on 30/03/2019*

### **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, cultivars and varieties from being forgotten and lost to cultivation.
- c) To advance the knowledge of and foster public interest in, hardy plants, by the publication of information, by exhibitions or displays, by stimulating research and experiment, and by awarding bursaries open to public competition.
- d) To provide expositions of hardy plants at horticultural gardens and/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 do such acts as shall further the active and corporate life of the Society, and 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) All members shall be entitled to one vote at any General Meeting of the Society.
- d) Members shall be entitled to one copy of any Newsletter or Journal edition, with the provision that joint membership addresses receive only one copy.

e) Horticultural or other societies, clubs, colleges, private businesses or similar bodies may become affiliated with the Society by the annual payment of a sum determined by the trustees in relation to the size of the affiliating body. The Trustees Committee will also have the power to decline acceptance of any such application for affiliated membership. Such affiliation will normally carry with it the same benefits as those attached to one joint membership and will be entitled to one vote at any General Meeting. The Trustees may, by resolution, and without stating any reason other than those within the minutes of their business, terminate the affiliation of bodies affiliated in this manner.

f) 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)

g) Neither individual members, Group members, nor affiliated bodies 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 in any locality or with a specialist focus to further the aims of the Society, may apply for registration upon presenting their Constitution for approval as that of an HPS Registered Group.

b) Approval of Local and Specialist Group Constitutions and any revisions thereto shall be by resolution of the Trustees Committee.

c) Local and Specialist Groups shall be entitled to:

i) incorporate the name of the Society within their title,

ii) Upon request receive copies of the approved minutes of the Trustees of the Society;

iii) 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;

iv) Nominate a representative to attend any consultative or advisory meetings or conferences acting as forums for discussion within the Society of Society and Group business;

v) Benefit from the inclusion of a web-link from the Society's site to and from their own site.

d) Local and Specialist Groups shall be **required to**;

i) Notify the Groups Co-ordinator (or similar nominated post-holder) of their annual programme of activities;

ii) Upon request from the Trustees Committee, or from an Officer of the Society, provide such information about the affairs of the Group as may reasonably be required of them;

iii) Ensure that membership of the registered group is open only to members of the Hardy Plant Society;

- iv) Do nothing, which may harm the interest or reputation of the Society;
- v) Submit any proposed changes to the Group Constitution for approval by Trustees.
- e) Local or Specialist 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 Committee 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 Committee 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 Committee shall have the power to enter into the necessary indemnity for the Society to be the originator in respect to collection of subscriptions by direct debit.

## **6. GENERAL MEETINGS**

- a) The Annual General Meeting (AGM) of the Society shall be held once every calendar year before the 1<sup>st</sup> October to transact the following business:
  - i) To 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;
  - ii) To elect the Officers of the Society and the other members of the Trustees;
  - iii) To appoint an independent examiner of the Society's statement of accounts;
  - iv) To Elect as President, Vice President or Honorary Members any person proposed or supported by the Trustees;
  - v) To deal with any matters brought forward by resolution of the Trustees.

*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 the resolution of the Trustees Committee. An Extraordinary meeting may also be called by a request, in writing, by not less 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 in which case the Chairman of the meeting will be nominated by the Trustees. Neither amendments to the proposals nor new proposals will 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 fully 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 about forthcoming Annual General Meeting, and including details about nominating procedures for the Trustees Committee, will normally be circulated to members more 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 not less than 12 weeks prior to the meeting. The Trustees Committee 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 Committee is non-quorate after 15 minutes of 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 requisition 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 to 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 COMMITTEE**

a) The affairs of the Society shall be directed by a committee of Trustees drawn from individual members of the Society. The Trustees Committee shall consist of 12 members elected by an AGM of the Society (see also para 7e) with the addition of the following ex – officio members (the Officers); the Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary, and any members co-opted under section para 7f of this constitution. 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 Committee. Voting in election may be by post and as the Trustees shall determine; in the event of a non-contested office 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 will retire at the next AGM but will 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 will carry out

a pre-election vetting check by seeking a declaration in writing from candidates for office or trusteeship. This will be to the effect that they are not disqualified from acting as charity trustees, that they are not aware of any conflict of interest, and that any potential conflict of interest will be declared.

d) The Trustees shall meet as shall be necessary and at least three times a year. The quorum shall be six members of the Trustees Committee. Seven members of the Trustees shall be able to call for the Honorary Secretary to convene a special meeting of the Trustees.

e) The officers of the Society shall retire each year but be eligible for re-election; the Chairman and Vice-Chairman will normally serve a maximum of three years, exceptionally extendible to four consecutive years. Elected Trustees will 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. For the purpose of these rules a year is deemed to be the period between one AGM and the next.

f) The Trustees may co-opt up to three members as to the committee, in any one case 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, 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 electronically by the Honorary Secretary.

h) The Trustees shall be able to make appointments to such posts as it deems necessary for the efficient operation of the Society and the effective delivery of the objects of the Society; the duration of such appointments shall be at the discretion of the Trustees. The Trustees will have the power to authorise the payment of fees or honoraria, as they feel appropriate (see I below)

i) The Trustees Committee will be responsible for exercising due diligence in resolving any issues involving possible conflicts of interest of Trustees. Trustees will not be paid for discharging their duties as a Trustee, however, this ruling will not prevent a person who is paid for some other task from standing for election, nor will it prevent payment for delivery of such other tasks after election.

j) The Trustees Committee may appoint sub-committees, working parties, annual meetings, conferences or similar groups as it feels necessary and shall appoint the Chairman thereof. The powers, terms of reference and any budgets of such groups will be determined by resolution of the Trustees Committee. The business of such groups may also be carried out electronically.

k) Any Trustee who becomes disqualified from being a charity trustee during their term of office may be removed by simple resolution of the Trustees Committee.

## **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 to effect an alteration. Amendments will 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 Committee, 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 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 Committee shall have absolute discretion in the distribution of invested funds and shall be the sole beneficial owners thereof. The Trustees Committee 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 members of the Trustees Committee.

e) The Society may purchase, or otherwise acquire and hold property of any nature, under terms and conditions determined by the Trustees Committee.

f) The Trustees and Officers of the Society shall be indemnified by the Trustees Committee 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) There will be an annual report on income and expenditure, the balance sheet and on public benefit presented at the Annual General Meeting.

## **10. DISSOLUTION**

A motion to dissolve the Society can only be made only at an Extraordinary General Meeting and requires support of three quarters of the members present at the EGM to take effect. Upon dissolution, the assets of the Society can only be disposed of 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.