

CONSTITUTION
of
BARNET ALLOTMENT FEDERATION

An Unincorporated Association

Barnet Allotment Federation founded 1965

Constitution amended 20 January 2014

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Words in **bold** on their first appearance are defined in the Interpretation

BARNET ALLOTMENT FEDERATION
An Unincorporated Association

CONSTITUTION

1. Name

The name of the Association is

BARNET ALLOTMENT FEDERATION

2. Objects

The **Objects** are:

- 2.1 To support allotment societies in the London Borough of Barnet.
- 2.2 To promote the art, science and practice of horticulture and allotment management.
- 2.3 To promote the interests of gardeners and allotment plot holders.
- 2.4 To educate in the principles and practice of horticulture and allotment management.

3. Powers

The Federation has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To promote or carry out research, provide advice and publish or distribute information.
- 3.2 To join, affiliate to, co-operate with, support, administer or set up other bodies.
- 3.3 To raise funds, borrow money and give security for loans.
- 3.4 To acquire, hire, let or dispose of property of any kind.
- 3.5 To make grants or loans of money and to give guarantees.
- 3.6 To set aside funds for special purposes or as reserves against future expenditure.
- 3.7 To deposit or invest in funds in any manner and delegate the management of investments to a financial expert.
- 3.8 To insure the property of the Federation against any foreseeable risk and take out other insurance policies to protect the Federation, its officers and its volunteers.
- 3.9 Subject to sub-clause 9.3, to employ paid or unpaid agents, staff or advisers.
- 3.10 To enter into contracts to provide services to or on behalf of other bodies.
- 3.11 To establish or acquire subsidiary bodies to assist or act as agents for the Federation.
- 3.12 To do anything else within the law which promotes or helps to promote the Objects.

4. Membership

- 4.1 **Membership** of the Federation is open to any allotment society which is interested in promoting the Objects.
- 4.2 The Committee may establish different classes of membership, prescribe their respective benefits and duties and set the levels of any subscriptions.

- 4.3 The Committee must keep a register of **members**.
- 4.4 A member whose subscription is three months in arrears ceases to be a member but may be reinstated on payment of the amount due.
- 4.5 A member may resign by **written** notice to the Federation.
- 4.6 The Committee may refuse membership to any society if in their reasonable opinion that society being a member would be harmful to the Federation.
- 4.7 The Committee may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Federation. The Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within fourteen **clear days** after receiving notice. The Committee shall offer the member the opportunity to meet with the Committee or such person or persons it may appoint for this purpose. At such a meeting the member shall be entitled to appoint whoever he wishes to represent him. Such a member is not entitled to a refund of any subscription or other payment, but the Committee may at its absolute discretion make a whole or partial refund. After termination the member may appeal the Committee's decision by requesting the Committee in writing within fourteen clear days of the termination that the Committee call an **EGM** to consider the appeal. The Committee must call the EGM within twenty eight clear days unless the member agrees to a longer period or the Committee reasonably requires more time to prepare.
- 4.8 Membership of the Federation is not transferable.

5. General Meetings (AGM and EGM)

- 5.1 Members are entitled to attend general meetings of the Federation through an **authorised representative**. General meetings are called on at least fourteen clear days written notice to the members specifying the business to be transacted.
- 5.2 There is a quorum at a general meeting if the number of authorised representatives present in person at the meeting is at least six.
- 5.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) the **Deputy Chairman** or (if the Deputy Chairman is unable or unwilling to do so) some other member appointed by the committee members who are present or failing that elected by those members present, presides at a general meeting.
- 5.4 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the authorised representatives present in person.
- 5.5 Except where otherwise provided by this Constitution, voting is by a show of hands, but the chairman of the meeting or not less than five authorised representatives present in person may require, before or after a show of hands, a poll vote.
- 5.6 Members may not appoint a proxy unless the Committee invites members to appoint a proxy when they shall issue proxy forms to all members with the notice of the meeting.
- 5.7 Except for the chairman of the meeting, who has a second or casting vote, every member present through an authorised representative is entitled to one vote on every issue.
- 5.8 An **AGM** must be held in every year.

5.9 At an AGM the members:

- (1) Approve the minutes of the previous AGM and any intervening EGMs.
- (2) Receive the report of the Committee on the Federation's activities since the previous AGM.
- (3) Receive the accounts of the Federation for the previous **financial year** together with a statement by the auditor or **independent examiner**.
- (4) Appoint an auditor or independent examiner for the Federation or delegate such appointment to the Committee.
- (5) Accept the retirement of those **elected Committee Members** who are retiring.
- (6) Elect elected Committee Members to fill the vacancies arising, through an election process determined by the Committee which must include all members being invited with reasonable notice to nominate persons as candidates and all candidates' names being supplied to members with the notice of the meeting.
- (7) Deal with any other business put before them by the Committee and
- (8) Discuss any issues put forward by the members.

5.10 Any general meeting which is not an AGM is an EGM.

5.11 An EGM may be called at any time by the Committee and must be called within twenty eight clear days after a written request to the Committee from at least six members unless a majority of the requesting members agree to a longer period or unless the Committee reasonably requires more time to meet the requirements of clause 5.12(4).

5.12 A members' request for an EGM is subject to the following:

- (1) A members' request shall state the business of the meeting and the resolution or resolutions to be put to the meeting.
- (2) A members' request shall be accompanied by the name, address and signature of each member making the request. The request shall be in writing and may be on more than one piece of paper but each page which carries a member's signature shall state the resolution or resolutions.
- (3) A members' request may be accompanied by a statement which, without the agreement of the Committee, shall not exceed one thousand words and this statement shall be sent to all members with the notice of the meeting.
- (4) Any person directly affected by the resolution shall be supplied by the Committee with a copy of the resolution and member's statement, and be invited by the Committee to submit a statement which, without the agreement of the Committee, shall not exceed one thousand words, and this statement shall be sent to all members with the notice of the meeting.
- (5) The Committee may circulate one or more statements to accompany the notice of the meeting or otherwise.
- (6) The Committee is not obliged to call a meeting or circulate a resolution or statement which it reasonably considers is vexatious, frivolous or unlawful but shall explain its reasons to those members who have requested a general meeting and invite them to amend such resolution or statement.

6. The Committee

- 6.1 The Committee has control of the affairs of the Federation and its property and funds.
- 6.2 The Committee when complete consists of eight individuals. The Committee consists of six elected Committee Members and two **selected Committee Members**.
- 6.3 All elected Committee Members must stand down at each AGM but, if eligible, may re-stand for election.
- 6.4 No person is eligible to stand for election if he or she has been a member of the Committee for any part of each of five consecutive periods from one AGM to the next AGM unless he or she has since not been a Committee Member for the whole of the period from one AGM to the next AGM. Such a member may be co-opted as a selected Committee Member but may not stand for election again until he or she has ceased to be a Committee Member for the whole of the period from one AGM to the next AGM.
- 6.5 The Committee may co-opt as a Committee Member any person to fill a casual vacancy amongst the elected Committee Members.
- 6.6 Selected Committee Members are appointed by resolution of the Committee to hold office until the end of the next AGM.
- 6.7 A Committee Member's term of office automatically terminates if he or she:
 - (1) Is incapable, whether mentally or physically, of managing his or her own affairs.
 - (2) Is absent from three consecutive meetings of the Committee.
 - (3) Resigns by written notice to the Committee (but only if at least two Committee Members will remain in office).
 - (4) Is removed by a resolution passed by every one of the other Committee Members after they have invited the views of the Committee Member concerned and considered the matter in the light of any such views. The Committee shall offer the Committee Member the opportunity to meet with the Committee and at such a meeting the Committee Member shall be entitled to be accompanied and assisted by one person of his or her choosing.
- 6.8 A retiring Committee Member is entitled on written request to an indemnity from the continuing Committee Members at the expense of the Federation in respect of any liabilities properly incurred while he or she held office.
- 6.9 A technical defect in the appointment of a Committee Member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

7. Committee Proceedings

- 7.1 The Committee must hold at least two meetings each year.
- 7.2 A quorum at a meeting of the Committee is three Committee Members, but if the total number of Committee Members is below three then the remaining Committee Members may act but only to co-opt additional Committee Members.
- 7.3 A Committee meeting may be held either in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

- 7.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Deputy Chairman or (if the Deputy Chairman is unable or unwilling to do so) some other Committee Member chosen by the Committee Members present presides at each meeting of the Committee.
- 7.5 Except where otherwise provided by this constitution every issue may be determined by a simple majority of the votes cast at a meeting of the Committee but a resolution which is in writing and signed by all the Committee Members is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the chairman of the meeting, who has a second or casting vote, every Committee Member has one vote on each issue.
- 7.7 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee.

8. Committee Powers

The Committee has the following powers in the administration of the Federation:

- 8.1 To appoint and remove a Chairman, a Deputy Chairman and other officers from among their number, and to appoint and remove other individuals with specific duties (including representing the Federation) on such terms as the Committee from time to time decide.
- 8.2 To appoint, subject to the agreement of the membership, any individual (with his or her consent) and on such terms as the Committee from time to time decide, with such honorary titles as Patron, President or Vice-President of the Federation, and to remove such individuals.
- 8.3 To delegate any of the Committee's functions to sub-committees consisting of two or more individuals appointed by them (but at least one member of every sub-committee must be a Committee Member and all proceedings of sub-committees must be reported promptly to the Committee). The Committee may arrange for some or all of the members of sub-committees to be elected by some or all of the members of the Federation.
- 8.4 To make standing orders consistent with this Constitution to govern proceedings at general meetings.
- 8.5 To make rules consistent with this Constitution to govern their proceedings and proceedings of sub-committees.
- 8.6 To make regulations consistent with this Constitution to govern the administration of the Federation (including the operation of bank accounts and the commitment of funds).
- 8.7 To resolve, or establish procedures to assist the resolution of, disputes within the Federation.
- 8.8 To exercise any powers of the Federation which are not reserved to a general meeting except that when the committee intends to make use of its powers in a way which would be novel and contentious it shall consult the membership before so doing.

9. Benefits to Members and Committee Members

- 9.1 The property and funds of the Federation must be used only for promoting the Objects and may not be distributed to the members or the Committee Members.
- 9.2 No Committee Member may receive any payment of money or other **material benefit** (whether direct or indirect) from the Federation except:
- (1) Under sub-clauses 3.9 (indemnity insurance) and 9.3 (contractual payments).
 - (2) Reimbursement of reasonable out-of-pocket expenses (including travel costs) actually incurred in the administration of the Federation.
 - (3) Interest at a reasonable rate on money lent to the Federation.
 - (4) A reasonable rent or hiring fee for property let or hired to the Federation.
 - (5) An indemnity in respect of any liabilities properly incurred in running the Federation (including the costs of a successful defence to criminal proceedings).
 - (6) Payment to a company in which the Committee Member has no more than a one per cent shareholding.
 - (7) Benefits in his or her capacity as a member.
- 9.3 A Committee Member may not be an employee of the Federation, but a Committee Member or **connected person** may enter into a contract with the Federation to supply goods or services in return for a payment or other material benefit, but only if:
- (1) The goods or services are actually required by the Federation.
 - (2) The nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set by the Committee in accordance with the procedure in sub-clause 9.4 and.
 - (3) Not more than half of the Committee Members are interested in any such contract in any one financial year.
- 9.4 Whenever a Committee Member has a personal interest in a matter to be discussed at a meeting of the Committee or a sub-committee, he or she must:
- (1) Declare an interest before the meeting or at the meeting before discussion begins on the matter.
 - (2) Be absent from that part of the meeting unless expressly invited to remain in order to provide information.
 - (3) Not be counted in the quorum for that part of the meeting.
 - (4) Be absent during the vote and have no vote on the matter.

10. Property and Funds

- 10.1 The Federation must have one or more bank accounts and all bank accounts which hold the Federation's funds must be in the name of the Federation and require at least two signatures on every payment.
- 10.2 Funds which are not required in the near future may be placed on deposit or invested in accordance with clause 3.7 until needed.
- 10.3 Investments and other property of the Federation may be held:
- (1) In the name of a **nominee company** acting under the control of the Committee or of a financial expert acting on their instructions.

- (2) In the name of at least two and up to four holding Committee Members for the Federation who may be appointed (and removed) by resolution of the Committee.
 - (3) In the name of a **trust corporation** as a holding trustee for the Federation, which must be appointed (and may be removed) by deed executed by the Committee.
- 10.4 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as **custodian**.
- 10.5 Any nominee company acting under sub-clause 10.3(1), any trust corporation appointed under sub-clause 10.3(3) and any custodian appointed under sub-clause 10.4 may be paid reasonable fees.

11. Records and Accounts

- 11.1 The Committee must keep proper records of all proceedings at general meetings, Committee meetings, all professional advice obtained and all financial transactions.
- 11.2 Accounting and all other records relating to the Federation must be made available for inspection by any Committee Member at any time during normal office hours and may be made available for inspection by members if the Committee so decides.
- 11.3 A copy of the Federation's latest available statement of account must be supplied on request to any Committee Member or member.

12. Notices

- 12.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or with or within any journal distributed by the Federation.
- 12.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 12.3 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 clear days after being sent by first class post to that address,
 - (3) Four clear 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.
- 12.4 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.
- 12.5 The accidental failure to deliver a member's notice on time or at all does not invalidate decisions taken at a meeting.

13. Amendments

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast.

14. Incorporation

- 14.1 The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Federation to a limited company (including an Industrial and Provident Society) established within, the same as or similar to the Objects and of which the members of the Federation will be entitled to be members.
- 14.2 On a transfer under clause 14.1 the Committee must ensure that all necessary steps are taken as to the transfer of land and other property and the novation of contracts of employment and transfer of pension rights

15. Dissolution

- 15.1 If at any time members at a general meeting decide to dissolve the Federation, the Committee Members will remain in office and will be responsible for the orderly winding up of the Federation's affairs.
- 15.2 After making provision for all outstanding liabilities of the Federation, the Committee must apply the remaining property and funds in one or more of the following ways:
 - (1) By transfer to one or more other bodies established for purposes within, the same as or similar to the Objects; or
 - (2) Directly for the Objects or purposes within or similar to the Objects.

16. Interpretation

In this Constitution:

- 16.1 'AGM' means an annual general meeting of the Federation;
 - 'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Federation;
 - 'The Committee' means the Committee Members collectively acting as the governing body of the Federation;
 - 'Committee Member' means a member of the governing body of the Federation and 'Committee Members' the members of the governing body;
 - 'The Chairman' means the chairman of the Federation appointed by the Committee;
 - 'Clear day' means 24 hours from midnight following the relevant event;
 - 'Connected person' means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Committee Member, any **firm** of which a Committee Member is a member or employee, or a company of which a Committee Member is a director, employee or shareholder being beneficially entitled to more than one per cent of the share capital;
 - 'Custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000;
 - 'Deputy chairman' means the deputy chairman of the Federation appointed by the Committee;
 - 'EGM' means a general meeting of the members of the Federation which is not an AGM;
 - 'Elected Committee Members' means those Committee Members who are elected at the AGM;

‘Year’ means calendar year.