

Constitution (version 7, 2019) as agreed by the Society's 2019 AGM

1. The Name

of the organisation is Brentwood Horticultural Society, (herein after referred to as "the Society").

2. Related Publications

The following documents should be consulted alongside this Constitution.

- the Management Agreement with Brentwood Council; to follow.
- Rules and Regulations – see para. 11.2 below.
- Non-Cultivation Notice Process – Addendum 2 to the Rules and Regulations – see also para. 11.3 below.

3. Aims

The aims of the Society are to:

- manage the allotment sites as detailed in Clause 7 below and to protect the interests of those sites and their tenants.
- advance education and understanding relating to the benefits of allotment gardening.
- help promote physical and mental health.
- provide an environment where allotment holders can work together for common benefit.
- ensure that all members are treated equally.
- encourage all members to behave in a reasonable and co-operative manner for the good of the Society as a whole.

4. Powers

All powers of the Society shall be vested in the Officers and elected members of the Committee.

5. Membership of the Society

5.1 Allotment Holder Membership

- All plot holders on the Allotment Sites controlled by the Society shall automatically be Members of the Society on payment of the appropriate subscription; see Clause 6 below.
- Allotment Holder Members shall each have one vote at any General Meeting called by the Society.
- The Allotment Holder is responsible for the actions and behaviour of all persons they invite on site including Family/Friend Members whilst they are on the site.

5.2 Family/Friend Membership

- If family members or friends of plot holders work regularly on the plot they are strongly encouraged to become Members of the Society on payment of the appropriate subscription; see Clause 6 below.
- Family/Friend Members shall each have one vote at any General Meeting called by the Society.

5.3 Honorary Life Membership

- Honorary Life Membership of the Society shall be awarded to persons deemed by the Committee to have made an outstanding contribution to the Society
- Honorary Life Members shall each have one vote at any General Meeting called by the Society.

5.4 President and Vice-President

- Honorary Membership of the Society shall be granted each year to the President and Vice-President, appointed annually at the Annual General Meeting.
- Honorary Members do not pay a subscription and shall not have a vote.

5.5 Minimum Age

- The minimum age for Membership is 18 years.

6. Payments

6.1 Plot Rental

- Allotment Holder Members must pay the plot rental that the Committee has set for the year in question; this amount may be zero.
- At the Committee's discretion, a discount on one plot only may be offered to an Allotment Holder Member. A reduced discount may be offered for 5 rods or less.
- The Committee has discretion to reduce or waive an Allotment Holder Member's plot rental in case of hardship.

6.2 Society Membership

- All members must pay the annual society membership subscription for the year in question; this amount covers public liability insurance.

6.3 Payment Due Dates

- All plot rentals and subscriptions are due within 30 days of the letter sent out by the Treasurer requesting payment at the beginning of the BHS year, currently 1 November.
- A member who is two months behind with their subscription to the Society is assumed to have resigned and will no longer be covered by any of the Society's insurance policies.
- The full annual plot rental and membership subscription is payable upon joining the Society, unless the Treasurer shall determine otherwise.

6.4 Allotment Deposit

- The Society reserves the right to introduce a refundable deposit for new plot holders.

7. Allotment Sites controlled by the Society

7.1 As at the date of adoption of this Constitution (the AGM of 2018), the Society controls the following sites: sites will have the number of Site Reps on the Management Committee as specified below:

- BH Bishops Hall 1 Site Rep
- CR Crescent Road 1 Site Rep
- HW Hartswood 4 Site Reps
- HL Honeypot Lane 1 Site Rep
- MR Middle Road, Ingrave 1 Site Rep
- OR Ongar Road 2 Site Reps
- PR Park Road 3 Site Reps
- RR River Road 1 Site Rep

7.2 A total of 14 Site Reps.

8. Management Committee of the Society

8.1. Composition of the Committee

The Society believes that the Site Reps/Committee Members are best placed to reflect the views of the membership. Accordingly the Management Committee (herein after referred to as “the Committee”) shall consist of:

- 14 Allotment Site Representatives – see para. 8.2 below;
- Up to 8 additional Committee Members – see para 8.3 below

8.2. Allotment Site Representatives (Site Reps)

- Each site shall elect representatives to sit on the Committee as enumerated in para. 7 above;
- The method of electing Site Reps is detailed in section 9 below;
- Site Reps shall step-down at the next Annual General Meeting but are eligible for re-election annually;
- Site Reps shall not be eligible to hold an Officer or Office Holder position until they have been on the Committee for two consecutive years.

8.3. Committee Members

- Up to eight additional Committee Members shall be elected from within the Society Membership;
- There shall be no more than one such Committee Member from any allotment site;
- The method of electing Committee Members is detailed in section 9 below;
- Such Committee Members shall step-down at the next Annual General Meeting but are eligible for re-election annually;
- Committee Members shall not be eligible to hold an Officer or Office Holder position until they have been on the Committee for two consecutive years.

8.4. Officers

The following are the “Officers” of the Society and shall be drawn from the (up to) 22 Site Reps and Committee members elected at the previous AGM.

- Chairman
The Chairman is the Society’s spokesman on all issues both within and without the Society. The Chairman may delegate all or part of this authority;
- Vice-Chairman;
- Treasurer.

Officers may not be related to one another in any way.

8.5. Officers’ Period of Tenure of Office

- All Officers of the Society shall be elected for a period of three years after which they step down;
- Officers may be re-elected for a maximum of a second (and last) period of three years;
- Officers may not be elected to the same post for the next three years.

8.6. Office Holders

At their first meeting after the Annual General Meeting, the Committee shall elect from amongst their number the following Office Holders, who shall be elected for a period of two years but may be re-elected without time limit. See section 10 below;

- Membership Secretary
- Meetings Secretary
- Allotment Site Co-ordinator
- Publicity Officer
- Returning Officer (and also Data Manager)

- Other such office holders as are deemed necessary.

8.7. Co-opted Members

- The Committee can co-opt up to 25% of its number as co-opted members;
- The co-option shall be for a specific purpose and for a specific period of time;
- The co-opted members of the Committee shall have no voting rights.

8.8. Resignations

8.8.1. Site Reps and Committee Members

- If a site rep or committee member resigns during their term in office, members of that site will be notified and nominations for a replacement sought;
- Should the number of nominations exceed the vacancies, then an election will be held as described in para 9.3 below.

8.8.2. Officers and Office Holders

- If an Officer or Office Holder of the society resigns during their term in office, the committee shall seek nominations from amongst their number and elect a replacement as described in section 10 below.
- The successful candidate will take up the position immediately but their period of office (see paras 8.5 and 8.6 above) will be counted from the next AGM.

9. Election of Site Reps and Committee Members

9.1. Existing Site Reps and Committee Members

- At the Committee Meeting before the AGM, the Chairman will ask all Site Reps and Committee Members if they wish to remain in post for the following year;
- All current Site Reps and Committee Members who express the desire to continue will be automatically nominated

9.2. Allotment Holders wishing to stand as Site Rep or Committee Member

- When the Notice of the Annual General Meeting is communicated to members, see para 14.2 below, any Allotment Holder wishing to stand as Site Rep and/or Committee Member for their site, shall notify the Returning Officer in accordance with para 9.3 below.

9.3. Election Process

- If the number of nominations is equal to or less than the positions available, those members will be elected automatically; otherwise an election will be managed centrally by the Returning Officer on a site by site basis;
- The Returning Officer will contact all Allotment Holders on the site concerned, by email (or by post for those who do not use e-mail) with a ballot paper containing voting instructions and the names of those wishing to stand as Site Reps and/or Committee Members;
- This communication will need to be returned to the Returning Officer within 14 days, 17 days for postal votes;
- Votes received after this period has elapsed will be ignored;
- The results of the election(s) will be announced at the AGM

9.4. Result of Election

- It is the responsibility of the Returning Officer to determine the result of the election from the votes cast;
- No minimum number of votes is required;
- The Returning Officer will communicate the result of the Election to the Allotment Holders on the site concerned;

- In the case of tied votes the Chairman and Vice-Chairman will together determine who they think would be the best person for the position for the good of the whole Committee.

10. Election of Officers and Office Holders

The periods of office for the Officers of the Society are described in paras 8.5 and 8.6 above. Once this period has been elapsed, the following process will take place.

10.1. Nomination Process

- 14 days before the first committee meeting after the AGM, the Returning Officer will contact all members of the committee to seek nominations for each position that has become vacant at the recent AGM.

10.2. Election Process

- If there is more than one nomination for a vacant position an election will be held at the next committee meeting; otherwise the member nominated will be elected unopposed;
- The election will take the form of a secret ballot, with all Site Reps and Committee Members eligible to vote;
- No one person shall be eligible to hold more than one Officer position.

10.3. Voting and Result

- The votes will be counted by the Returning Officer and the nominee with the greatest number of votes will be elected;
- In the case of a tied vote, the election will be rerun, with just the two nominees who received the highest number of votes;
- The result(s) of the election(s) will be conveyed to all members either electronically or via site notice boards.

11. Role of the Committee of the Society

11.1. Responsibility

- To manage all aspects of the Society, including:
 - Keeping the Society's accounts;
 - Holding the list of all categories of members;
 - Holding the allotment waiting list;
 - Proposing a budget for the forthcoming year;
 - Preparing for and running the AGM of the Society;
 - Reviewing, proposing and agreeing the Society's annual membership subscription;
 - Reviewing, proposing and agreeing the annual plot rental.
- Directing and making decisions on all aspects of allotment management on the sites which the Society controls.
- Liaising with the Landlord, Brentwood Borough Council or its successors; the Chairman has discretion to appoint the Committee Members who take part in such discussions.

11.2. Rules and Regulations

- The Committee has authority to issue Rules and Regulations for the proper conduct and management of the Society.
- These Rules and Regulations must not conflict with this Constitution.

11.3. Non-Cultivation Notice Procedures

- The Committee has authority to determine the procedure to be followed in the event of plot Non-Cultivation.
- This Non-Cultivation Notice procedure must not conflict with this Constitution.

11.4. Data Protection

- The Committee must hold the list of members in accordance with the General Data Protection Regulations appertaining at the time.
- Access to and sue of this list will be restricted to the Officers of the Society (se Clause 8.1 above), the Membership Secretary, Data Officer and the Site Reps for the relevant site.
- All e-mails sent out to multiple addresses must use the blind copy (bcc) facility of e-mail so that no e-mail addresses are inadvertently released.

12. Operation of the Committee of the Society

12.1. Meetings

- The Committee will meet as required but not less than four times in each Society year.
- No binding decision can be taken at a Committee meeting unless the meeting is quorate (see Clause 16.1).

12.2. Voting

- Every issue at a Committee meeting is decided by a majority of the votes cast by those members present.
- If the vote is tied, the Chairman of the meeting has the casting vote.

12.3. Vacancy

- If there is a vacancy on the Committee or if anyone resigns during their term of office, the Committee has the power to co-opt another member to the vacancy.
- Invitations to join the Committee shall be sent out to all appropriate Allotment Holder Members of the Society, ie those not already on the Committee.
- This co-opted member has full voting powers and may remain on the Committee until the next AGM.

12.4. Removal of a Committee Member

- A Committee Member may be removed if all the other members of the Committee agree, provided that the person concerned has been given the right to put their case forward before the final decision is made,
- If the removed Committee Member is a Site Rep, then the procedure for electing a Site Rep (see Clause 9 above) will be invoked.

12.5. Records

The Committee must:

- keep Minutes of its meetings and procedures;
- keep safe all records relating to the organisation in line with the General Data Protection Regulations from 29 May 2018.
- keep financial records of the Society for a minimum of seven years or as required by legislation.

12.6. Conflict of Interest

- If a Committee member has a conflict of interest when any subject is being discussed, they must declare it and may be asked to leave the meeting while this matter is being discussed.

13. Finance

13.1. Society Monies

- All funds belonging to or raised for the Society must be paid directly into a bank or building society account, which is operated by, and in the name of, the organisation.
- All funds belonging to the Society can only be used in furthering the aims of the Society.

13.2. Bank Account

- Three signatories shall be set up to operate the bank account, these being Chairman, Vice-Chairman and Treasurer.
- The signatories may be varied subject to the agreement of the Committee in order to avoid any conflict of interest.
- The signatories shall not live in the same household nor be related in any way.
- All transactions must be authorised by two signatories.

13.3. Payment from Society Funds

- No member of the Committee can be employed by the Society or receive any payment or other benefit from its funds except for reasonable out of pocket expenses properly incurred for the purposes of the Society.
- A modest honorarium may be awarded to an individual by the Committee in recognition of work undertaken throughout the year, for example examining the annual accounts or undertaking agreed groundworks. The level of the honorarium to be paid will be determined by the Committee.

13.4. Society's Accounts

- The Society's accounts shall be independently examined by a qualified examiner and signed off in time for circulation before and agreement at the next AGM.

14. Annual General Meeting (AGM)

14.1. Timing

An Annual General Meeting of the Society shall be held by the end of December each calendar year.

14.2. Notice

- 28 days' notice of the AGM must be given to all members by the Meetings Secretary.
- Together with the Calling Notice for the AGM, the Meetings Secretary shall send out a Notice requesting details of any business members may wish to raise at the AGM.
- Individual notices shall be sent to all members by post or e-mail or by hand and a notice shall be displayed at all allotment sites, thereby accessible to all members.
- Details of such business and/or questions to be raised at the AGM must be returned to the Meetings Secretary at least 21 days before the date of the AGM.

14.3. Agenda

- The Agenda shall be circulated to members of the Society by the Meetings Secretary at least 14 days before the meeting. Individual notices shall be sent to all members by post or e-mail or by hand and the agenda shall be displayed at all allotment sites, thereby accessible to all members.

14.4. Business to be transacted

The AGM will deal with the following business.

- Receive the Chairman's report and accounts for the following year;
- Ratify the Site Reps and Committee Members for the following year;
- Where applicable, elect the Officers for the following year;

- Deal with any other matters which have been notified in advance to the Meetings Secretary and accepted by the Chairman as legitimate business for the AGM.

14.5. Voting

Voting is by a simple majority of the votes cast by those attending and entitled to vote. In the case of a tied vote the Chairman of the meeting has the casting vote.

15. Extraordinary General Meetings

15.1. Notice

Fourteen days' notice must be given to members of an Extraordinary General Meeting by the Meetings Secretary. Individual notices shall be sent to all members by post or e-mail and a notice shall be displayed at all allotment sites, thereby accessible to all members.

15.2. Procedure

- An Extraordinary General Meeting can be held at any time when called by the Committee, or if at least 20% of Individual Members write to the Committee asking them to call one. The letter to the Committee must state the reason they wish the meeting to be called.
- All decisions shall be taken by a simple majority vote of those present. In the event of a tie, the Chairman of the meeting shall have the casting vote.
- If the requisite number of Members are not present, (see Clause 16.2 below), then the meeting shall be adjourned for at least 14 days. At the re-convened meeting, decisions shall be made, providing that there are at least three members of the Society present, one of these to be a Committee Member.

16. Quorum

16.1. Committee Meeting

- A quorum shall be 5, one of who shall be an Officer.

16.2. Annual and Extraordinary General Meetings

- A quorum shall be a minimum of 25 members.
- If there is no quorum the meeting shall be adjourned for at least 14 days and the number present at the adjourned meeting if at least 3 members, one of whom shall be an Officer, shall constitute a quorum.

17. Amendments to Constitution

- This Constitution can be changed at an Annual General Meeting or Extraordinary General Meeting if agreed by a majority of those members present and voting.
- Proposed amendments to the Constitution, and the reasons for the amendments, must be notified to the Meetings Secretary with a Proposer and Seconder and countersigned by at least 25% of the Society Membership. The Minutes Secretary will then send out the notices calling the Extraordinary General Meeting as detailed in Clause 14 above or add to the agenda for an Annual General Meeting.
- No changes of a fundamental nature can be made to:
 - Clause 3, Aims
 - Clause 16, Amendments to Constitution
 - Clause 17, Dissolution
- Fundamental means a basic and important change that would alter the intention of the Aims, Amendment to Constitution or Dissolution clauses, as originally written.
- Amendments to the Constitution required by law, a government organisation or the Society's landlord can be effected by the Committee and ratified at the next Annual General Meeting.

18. Dissolution

- If the Committee decides that it is necessary to close the organisation it must call an Extraordinary General Meeting of all members and recommend closure to them.
- If a majority of the members present vote in favour of closing the organisation, the Committee must do so.
- Any assets remaining after the settling of debts and liabilities shall be transferred to one or more voluntary organisations or registered charities with objectives similar to those of the Society.

19. End of Constitution