

# ALSAGER GARDENS ASSOCIATION    CONSTITUTION

## 1    NAME

The Name of the Association shall be the “Alsager Gardens Association” – hereafter ‘the Association’.

## 2    OBJECTIVES

The objects of the Association are

To promote the cost effective and good cultivation of all gardens and increase the awareness of and generate interest in, the pleasure of gardening as a healthy, worthwhile and stimulating hobby to members of the association, its partners and to the community and residents within the wards of Alsager.

- (a)    to assist members and partners in all matters tending to promote the good management and cost-effective cultivation of all gardens by, but not limited to, providing information, advice, workshops, forums, courses and general support.
- (b)    to purchase seeds, plants, fertilisers and associated gardening and allotment products at wholesale rates and to sell such items to members at reasonable rates via a Trading Hut and/or at other AGA forums/events.
- (c)    to provide the cost-effective management of the Alsager Allotment Sites by undertaking a range of management, administrative and practical tasks in relation to allotment site management and plot rental.
- (d)    to promote the value of allotments and the benefits to an individual's health and wellbeing by, but not limited to, providing information, advice, workshops, forums, courses and general support.
- (e)    to promote and increase equality of access to all allotment sites within the wards of Alsager and ensure that the allotments are suitable for wheelchair users, individuals with visual impairment, those with mobility issues and all others and in providing a learning environment for pre-school children.
- (f)    to promote the Alsager Gardens Association by holding an Annual Show to include Flowers Vegetables, Homecrafts, Photography and any other partnership, complimentary or associated activities in keeping with the ethos and values of the association
- (g)    to raise funds to meet the objectives of the association by way of applications for grant funding
- (h)    to raise funds to meet the objectives of the association by raffles, plant sales, allotment open days, the annual show and any other types of activity in keeping with the values and ethos of the association, within the wards of Alsager and its immediate bordering areas.
- (i)    to encourage the residents within the wards of Alsager to take pride in the surroundings of their properties and the appearance of the town in general.
- (j)    to promote equality of opportunity and diversity in relation to the use of our services and recognise that members, plot holders, volunteers and all others should not experience discrimination on any grounds.

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## 3.    APPLICATION OF INCOME AND PROPERTY

3.1 The income and property of the Association shall be applied solely towards the promotion of the objects.

(a) An Association officer is entitled to be reimbursed from the property of the AGA or may pay out of such property, reasonable expenses properly incurred by him or her when acting on behalf of the AGA.

(b) An Association officer may benefit from trustee indemnity insurance cover purchased at the AGA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(c) An Association officer may receive an honorarium from the property of AGA the amount of which is set at the Annual General Meeting.

3.2 None of the income or property of the AGA may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association.

This does not prevent a member who is not also an officer from receiving:

(a) a benefit from the AGA in the capacity of a beneficiary of the AGA

(b) reasonable and proper remuneration for any goods or services supplied to the AGA.

## 4.    BENEFITS AND PAYMENTS TO AGA OFFICERS AND CONNECTED PERSONS

### (1) General Provisions

No AGA Officer or relative, friend or other connected person may:

(a) buy or receive any goods or services from the AGA on terms more preferential to those applicable to members of the AGA

(b) sell goods, services or any interest in land to the AGA

(c) be employed by, or receive any remuneration from, the AGA

Unless payment is permitted by clause 4 (2)

### (2) Scope and powers permitting officers or connected persons' benefits

(a) An AGA officer or connected person may receive a benefit from the AGA in the capacity of a beneficiary of the AGA provided that a majority of the officers do not benefit in this way **and**

(b) that the amount or maximum amount of the remuneration is set out in an agreement in writing between the AGA and the person and that it does not exceed what is reasonable in the circumstances for the provision by the person, of the services in question **and**

(c) that before entering into the agreement, the Executive Committee decided that they were satisfied that it would be in the best interests of the AGA to contract with the person rather than someone who is not an officer or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with an officer or connected person against the disadvantages of doing so **and**

(d) The person does not vote on any such matter and is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the AGA. **and**

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(e) The reason for the decision is recorded in the minutes of the meeting

## 5. DISSOLUTION

If the members resolve to dissolve the Association the Executive Committee will remain in office and will be responsible for winding up the affairs of the Association in accordance with the clause

(a) The Executive Committee must collect in all assets of the Association and must pay or make provision for all the liabilities of the Association

(b). The Executive Committee must apply any remaining property or money:

1. Directly for the objects:

2. By transfer to any local charity/charities or other local group who support the local environment for purposes the same as or similar to the Association.

## 6. GENERAL MEETINGS AND GOVERNANCE

(a). An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.

(b) The business of the Association shall be conducted by the Executive Committee which shall be elected annually at the Annual General Meeting of the Association.

(c) The Officers of the Executive Committee shall consist of a President, Chair Person, Treasurer and Secretary

(d) All general meetings other than annual general meetings shall be called special general meetings

(e) The Executive Committee may call a special general meeting at any time

(f) The Executive Committee must call a special general meeting if requested to do so in writing by at least 20 members or at least one tenth of the membership whichever is the greater.

## 7. QUORUMS

(a) A Quorum of the General Meeting shall be **eleven**.

(b) A Quorum of the Executive Committee shall be **five**

## 8. CASTING VOTES

The Chairman of the Annual General Meeting and the Executive Committee shall have a casting vote at the respective meetings.

## 9. NOMINATION OF ASSOCIATION PRESIDENT

The Executive Committee shall recommend to the Annual General Meeting a nomination for President. If approved by those present, they will remain in office until they resign.

## 10 ELECTION OF OFFICERS

The Annual General Meeting shall appoint a minimum of Chairman and Secretary and Treasurer who shall hold office for a period of one year. The Executive Committee shall appoint other officers as it sees fit and fill any temporary officer or committee vacancies at its discretion.

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Subject to Clause 9, all other officers shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

All AGA members are eligible to be members of the Executive Committee.

## **11.    CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

An Officer of the Executive Committee must

- (a). Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not been previously declared; and
- (b). Absent himself or herself from any discussions of the Association in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal or other interest (including but not limited to any personal financial interest)

## **12.    RESOLUTIONS**

Any resolution, other than an amendment of the Constitution (see clause 13) made at the Annual General Meeting or Executive Committee Meeting shall be decided by a majority vote of those present.

## **13.    AMENDMENT OF CONSTITUTION**

The association may amend any provision contained in this constitution provided that

- (a) No amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Association.
- (b) Any resolution to rescind alter or add to any of this constitution shall not be in order unless
  - the terms of such resolution shall be in writing and signed by the member proposing the resolution and one other member and
  - the resolution shall distinctly state the nature and substance of the resolution and
  - the resolution shall be delivered to the Secretary not less than seven full working days prior to the Annual General Meeting of the Association.
- (c) No motion to rescind or alter any provision in the constitution, shall be carried, unless two-thirds of the members present voting at the General Meeting shall vote for such motion.

## **14.    MEMBERSHIPS**

Membership is open to individuals over sixteen or to complimentary organisations/partners who are approved by the Executive Committee.

The Executive Committee may only refuse an application for membership if acting reasonably and properly, they consider it to be in the best interest of the Association to refuse the application.

Membership is not transferrable to anyone else.

All applications for membership shall be made using the appropriate membership form, in person at the Trading Hut or by email to the Secretary at [alsagergardensassociationsecretary@outlook.com](mailto:alsagergardensassociationsecretary@outlook.com).

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All members will automatically be affiliated to the NSALG. <https://www.nsalg.org.uk>

## 15.    TERMINATION OF MEMBERSHIP

Membership is terminated if

- the member dies or, if it is an organisation, ceases to exist
- the member resigns
- the member is removed by a resolution of the Executive Committee that it is in the best interest of the Association that his or her membership is terminated. In the event of a proposed removal the individual involved has the right of appeal and, if desired, to be accompanied by another adult at the appeal hearing.

## 16.    SUBSCRIPTIONS

Each member shall pay an annual subscription, the amount to be determined annually by a meeting of the Executive Committee. Membership will run from 1<sup>st</sup> January to 31<sup>st</sup> December each year. Any member more than one year in arrears will not be entitled to any benefits until the outstanding arrears and the current year's subscription have been paid.

## 17.    PURCHASE OF GOODS

All seeds, plants, tool and appliances etc purchased by members from the Association shall be for personal use only and not for use in any trade or profession. Such purchases shall be paid for at the time of collection. Any member purchasing seeds, plants or fertilisers through the Association, for the use of non-members, shall be liable to a fine or expulsion from the Association at the discretion of the Executive Committee.

## 18.    ACCOUNTS

- (a) The Association shall keep accounting records for recording the fact and nature of all payments and receipts so as to disclose with reasonable accuracy, at any time, the financial position including the assets and liabilities of the association
- (b) Records will be retained for six years.
- (c) the accounts will be audited annually by an independent appropriately qualified accountant
- (d) a copy of the audit report and the accounts will be laid before the members of the Association at the annual general meeting.

## 19. PUBLICATION OF THE CONSTITUTION

Publication of the Constitution and any subsequent approved revisions, shall be sufficiently served to members by posting it on the AGA website at [www.alsagergardensassociation.org.uk](http://www.alsagergardensassociation.org.uk)

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