

# Ventnor Botanic Garden Friends' Society

## **CONSTITUTION**

### **Adopted at the Annual General Meeting on 7th April 2000**

#### **1. NAME**

The name of the Society shall be the Ventnor Botanic Garden Friends' Society (the "Society").

#### **2. ADMINISTRATION**

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this Constitution by members of the Executive Committee appointed as in clause 9 of this Constitution.

#### **3. OBJECTS**

The Society's Objects (the "Objects") are to advance public education in botany and horticulture, in particular at Ventnor Botanic Garden, and in furtherance of the objects by:

- (a) holding lectures, discussions, demonstrations, workshops and seminars;
- (b) maintaining a reference library of horticultural books and journals;
- (c) promoting and encouraging school visits and guided tours to further the education of all age groups;
- (d) giving practical assistance in Ventnor Botanic Garden under the direction and with the agreement of the Curator;
- (e) raising funds for specific projects within Ventnor Botanic Garden.

#### **4. POWERS**

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) to buy, take on lease or in exchange, any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (c) subject to any consents required by law, to sell, lease or dispose of all or part of the property of the Society;
- (d) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (e) to establish or support charitable trust associations or institutions formed for all or any of the Objects;
- (f) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (g) to do all such other lawful things as are necessary for the achievement of the Objects.

#### **5. MEMBERSHIP**

- (a) Membership of the Society shall be open to any person interested in furthering the Objects and who has paid the annual subscription laid down by the Executive Committee.
- (b) Membership shall also be open to any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this Constitution a "member organisation").
- (c) Every member organisation, and every individual member of 18 years and over, shall have one vote.
- (d) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or corporate body, provided that those concerned shall have the right to be heard by the Executive Committee before a final decision is made. Any individual appearing before the Executive Committee may be accompanied by a friend.

## **6. HONORARY OFFICERS**

At the Annual General Meeting of the Society, the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **7. EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall consist of not more than fourteen members being:
  - (i) the honorary officers specified in clause 6;
  - (ii) not less than six members elected at the Annual General Meetings who shall hold office from the conclusion of that meeting;
  - (iii) one nominated member appointed as follows - the Curator of Ventnor Botanic Garden.
- (b) The Executive Committee may in addition appoint not more than four co-opted members but so that no one may be appointed if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.
- (c) All members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (d) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or by any defect in the appointment or qualification of a member.
- (e) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
- (f) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Society.

## **8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

A member of the Executive Committee shall cease to hold office if he or she;

- (a) is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs;
- (c) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and that the Executive Committee resolve that his or her office be vacated; or
- (d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when notice of resignation is to take effect).

## **9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

- (a) Subject to the provisions of sub-clause (b) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a Trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (b) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by other members of the Executive Committee to act in a professional capacity on behalf of the Society. Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than four days notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than twenty-one days notice must be given.

- (b) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- (c) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being, or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (d) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (e) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (f) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (g) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that the acts and proceedings of any sub-committee shall be fully and promptly reported to the Executive Committee. Non-members of the Executive Committee may be co-opted to sub-committees to perform specific tasks.

## **11. RECEIPTS AND EXPENDITURE**

- (a) The funds of the Society, including all donations, contributions and bequests, shall be paid into the account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (b) The funds belonging to the Society shall be applied only in furthering the Objects.

## **12. PROPERTY**

- (a) Subject to the provisions of sub-clause (b) of this clause, the Executive Committee shall cause the title of:
  - (i) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
  - (ii) all investments held by or on behalf of the Society; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **13. ACCOUNTS**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to;

- (a) the keeping of accounting records for the Society;
- (b) the preparation of annual statements of account for the Society;
- (c) the auditing or independent examination of the statements of account of the Society; and
- (d) the transmission of the statements of accounts of the Society to the Commission

## **14. ANNUAL REPORT**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **15. ANNUAL GENERAL MEETING**

- (a) There shall be an Annual General Meeting of the Society which shall be held in the month of April in each year or as soon as practicable thereafter.
- (b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least twenty-one days notice of the Annual General Meeting to all the members of the Society. All paid up members and individual members aged eighteen years and over shall be entitled to attend and vote at the meeting.
- (c) Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chairman of the meeting. The Chairman shall be the chairman of subsequent annual meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (d) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- (e) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Executive Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

## **16. SPECIAL GENERAL MEETINGS**

The Executive Committee may call a Special General Meeting of the Society at any time. If at least ten members request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days notice must be given. The notice must state the business to be discussed.

## **17. PROCEDURE AT GENERAL MEETINGS**

- (a) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.
- (b) There shall be a quorum when at least twenty-five members of the Society for the time being are present at any general meeting.

## **18. NOTICES**

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within twenty-one days of posting.

## **19. ALTERATIONS TO THE CONSTITUTION**

- (a) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (b) No amendment may be made to clause 1 (the name of the Society), clause 3 (object clause), clause 9 (Executive Committee member not to be personally interested clause), clause 20 (the dissolution clause), or this clause 19 without the prior consent in writing of the Commissioners.
- (c) No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- (d) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **20. DISSOLUTION**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Society.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Society must be sent to the Commission.