

# THE PELARGONIUM AND GERANIUM SOCIETY

Registered Charity No: 1127032

## CONSTITUTION

(Revised May 2018)

1. **The name of the Society.**

The name of the Society shall be The Pelargonium and Geranium Society

2. **Objects of the Society**

- To advance the education of the public in the theory and practice of horticulture within the family Geraniaceae
- The promotion and improvement of horticulture for the benefit of members of the society and the public by the holding of annual shows, competitions, meetings and lectures.
- The Society is a not for profit organisation and a registered charity.

3. **Membership**

Membership of the Society shall be open to anyone interested in gardening within its defined constituency. The Committee may, from time to time, confer honorary membership on individuals considered worthy of special recognition by the Society.

4. **Officers of the Society**

The Officers of the Society shall be Chairman, Treasurer and Secretary, and such other officers as shall be deemed necessary; no one individual shall hold more than one office at a time. The Committee shall appoint one of its number to act as Vice Chairman if and when the Chairman is unable to attend a meeting. In the event that neither Chairman nor Vice Chairman is able to attend a meeting, the Committee members present shall elect one of their number to take the chair for that meeting. The Committee may also appoint distinguished individuals to the honorary position of President, Patrons, or non-executive Vice Presidents.

5. **Election of Officers**

The Officers shall be elected at the Annual General Meeting of the Society and shall hold office until the end of the next Annual General Meeting. The Officers shall be eligible for re-election unless their total term of office is limited by convention or regulation

6. **Conduct of the Society's Affairs**

The affairs of the Society shall be conducted by a Committee consisting of a Chairman, Treasurer, Secretary and others and shall not consist of less than eight members, nor more than twelve members to serve as full Committee Members until the next Annual General Meeting and may appoint sub-committees of individuals, whether elected or non-elected to the Committee, to perform specific tasks such as the running of the Society's flower shows, trading hut and library.

7. **Ordinary members of the Committee**

One third of the ordinary members of the Committee elected at the formation of the Society shall retire after one year's service' one third of the remaining original Committee members shall retire after two years; the decision as to which members should retire shall be taken by the Committee itself. Those Committee Members holding the posts of Magazine Editor and Membership Secretary respectively will, save in exceptional circumstances, serve for a further year.

In all other cases (except as provided by Clause 20) committee members shall retire at the end of the Annual General Meeting when they have completed three years' service.

If a member fails to attend three consecutive meetings then unless the Committee is satisfied that there are clear and extenuating circumstances, his or her place on the Committee shall be forfeited and a replacement sought at the earliest opportunity.

8. **Ordinary meetings of the Society**  
The ordinary meetings of the Society shall be held in accordance with a programme for the year which shall be drawn up by the Committee and/or its sub committees and issued to all members of the Society at or before its Annual General Meeting.
- 9 **Financial year**  
The Society's financial year shall end on 31<sup>st</sup> December of each year. The Society's Annual General Meeting will be held within three calendar months of this date.
10. **Receipts and Expenditure**  
1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Charity at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.  
2. The funds belonging to the Charity shall be applied only in furthering the objects.
11. **Property**  
1. Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause title to:  
(a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities and,  
(b) All investments held by or on behalf of the Charity:  
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 committee at their pleasure and shall act in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.  
  
2. If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Committee may permit any investment held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary or any such stock broking company) as nominee for the committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
12. **Accounts**  
The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to:  
1. the keeping of accounting records for the Charity  
2. the preparation of Annual Statements of Account for The Charity  
3. the independent examination of the statements of accounts of the Charity, and  
4. the transmission of the statements of accounts of the Charity to the Commissioners.
13. **Annual Report**  
The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.
14. **Annual Return**  
The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an Annual Return and its transmission to the Commissioners.

15. **Annual General Meeting**

An Annual General Meeting of the Society shall be held in the month of March in every year for the purpose of:

  - Approving the Committee's Annual Report on the work of the Society during the preceding year.
  - Electing officers for the forthcoming year and the Committee Members to replace those who have retired by rotation or for other reasons.
  - Approving the financial statements signed by an Auditor
  - Electing an Auditor for the next year.
  - Considering any motion which has been notified to the Secretary of the Society at least twenty-eight days prior to the date of the Annual General Meeting and which has been circulated to all Members.
16. **Extraordinary General Meetings**

The Committee has the power to convene an Extraordinary General Meeting of the Society at any time and must do so within twenty-eight days of receiving a written request signed by twenty-five members. Notice in writing must be sent to all members not less than fourteen days before such a meeting, informing them of the date, time, venue and purpose of the meeting. No business other than that detailed in the notice shall be transacted at an Extraordinary General Meeting. Voting by proxy is permitted.
17. **Chairman of Annual or Extraordinary General Meetings**

The President of the Society or, in his absence, the Chairman of the Society or, in the absence of both of them, the Vice-Chairman shall preside at any Annual or Extraordinary General Meeting of the Society. In the event of none of these being available the Committee members present shall elect one of their number to chair the meeting.
18. **Quorum**

No matters of policy shall be agreed at an Annual or Extraordinary General Meeting or at a Committee Meeting unless a quorum is present. The quorum of a General Meeting shall consist of fifteen members of the Society and the quorum of a Committee Meeting shall consist of one third of the Members. The Chairman may not participate in the initial voting at any meeting but, in the event of a tie, shall have a casting vote. The quorum of any sub-committee shall be decided by the Committee when appointing it.
19. **Method of voting**

Voting at all meetings shall be by a show of hands unless the Chairman directs that a secret ballot be taken.
20. **Subscription**

The annual subscription shall be decided by the Committee and notified to all members at least fourteen days in advance of the Annual General Meeting. Annual subscriptions are payable on the renewal date and membership will apply for twelve months from that date. If the subscription is not renewed on that date Membership of the Society will be withdrawn with immediate effect. Lapsed members may re-join the Society at any time.
21. **Privileges of Membership**

Membership privileges shall be decided by the committee and shall be reviewed in advance of each Annual General Meeting.
22. **Non-Payment of subscription**

No person shall be entitled to vote or participate at any meeting of the Society unless their subscription has been paid and their Society Membership is valid. Affiliated Societies may nominate one of their members to act as their representative at a Society meeting.
23. **The Society's Funds**

All subscriptions and other monies shall be passed to the Treasurer who shall be responsible for all of the Society's funds, for keeping accounting records thereof and presenting the accounts for audit at the end of the financial year. All sums received by the Treasurer on the Society's behalf shall be paid into the Society's bank account and all cheques drawn on that account shall be signed by any two nominated officers, one of whom shall be the Treasurer. The funds of the

Society shall be used solely to further the objects of the Society and only in ways sanctioned by the Committee.

24. **Appointment of an Independent Examiner**

An Independent Examiner shall be elected at every Annual General Meeting to serve until the next Annual General Meeting and shall be eligible for re-election. No Committee Member shall be eligible to act as Independent Examiner.

25. **Resignation or Death of Committee Members**

If any Committee member should die or resign before the expiration of their term of office, the Committee may fill the vacancy if they see fit, but the person so appointed shall retire at the time when their predecessor would have retired.

26. **Alteration of Constitution**

This Constitution may only be amended at an Annual or Extraordinary General Meeting and then only if notice of the proposed amendment has been notified to all members not less than fourteen days before the meeting.

(1) The Charity may amend any provision contained in this Constitution provided that:

(a) No amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

(b) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;

(c) No amendment may be made to clause 4 without the prior written consent of the Commission; (*please see 10.2 in this Constitution i.e. 'The funds belonging to the Charity shall be applied only in furthering the objects'*)

(d) Any resolution to amend a *provision of this constitution* is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

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