



**RULES OF THE
NATIONAL SOCIETY OF ALLOTMENT AND LEISURE GARDENERS LTD**

Registered under the Co-operative and Community Benefit Societies Act 2014

Registered Office: O'Dell House, 8 Hunters Road, Weldon North Industrial Estate, Corby,
Northamptonshire, NN17 5JE

2024 Rules of the NSALG

ALL PREVIOUS RULES RESCINDED

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NATIONAL SOCIETY OF ALLOTMENT AND LEISURE GARDENERS LIMITED RULES

1. NAME

- 1.1 The title name of the organisation shall be NATIONAL SOCIETY OF ALLOTMENT AND LEISURE GARDENERS LIMITED as registered. The working name is The National Allotment Society.

2. REGISTRATION

- 2.1 The Society is registered under the Co-operative and Community Benefit Societies Act 2014. It was first registered under the Industrial and Provident Societies Act in 1930.

3. REGISTERED OFFICE

- 3.1 The Registered Office of The Society shall be located at O'Dell House, 8 Hunters Road, Weldon North Industrial Estate, Corby, Northamptonshire, NN17 5JE. Within fourteen days of any change in the situation of the Registered Office, notice shall be sent to the Registrar.

4. GENERAL QUALIFICATIONS AND INTERPRETATIONS

The Act	means the 2014 Co-operative and Community Benefit Societies Act unless otherwise stated in the context.
Affiliated Members	means those individual persons who belong to the Member joining under Rule 7.1.2
Association	means a group of persons, members of an unincorporated or incorporated society or association, covering one or more allotment sites.
Auditor/Inspector	means a person eligible for appointment as a company Auditor under Part 42 of the Companies Act 2006.
Clear Days	means the number of days' notice needed to call a meeting excluding the day of the meeting, the day the notice is sent and the two working days required for deemed receipt of the notice calling the meeting.
County Body	means group of associations and federations across a specified local government authority area.
Federation	means a group of associations linked across a specified local government administrative area.
Governance	means a committee elected from the membership having effective Committee oversight of the governance of The Society.
Lands	includes tenements and hereditaments.
Management Committee	means the members of the Management Committee acting as the directing body of the Society, nominated and elected as set out in the Sections B and C of the Standards and Procedures.

Male and female	words importing one gender shall include all genders.
Meetings	Meeting in relation to any meeting of the Management Committee or its sub-committees, the AGM and other General Meetings of the Society or any other meetings of the Society, includes, except where inconsistent with any legal obligation, a physical meeting, a meeting held by electronic means, or a combination of these means, with participants present and any votes cast by any of those means.
Members	means Members as defined in Rules 7.1.1 to 7.1.4
Office Holder	means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a member of all or substantially all of the Member's assets.
Officers	the Officers are: President, a post with no voting powers elected by members Chairperson. Vice-Chairperson. Treasurer.
Region	means a group of County Body and/or Federation Members across a geographical area as defined by the Society using Rule 8.5.1
Regional Body	means a constituted body of County Body and/or Federation Members across a region as defined by the Society using Rule 8.5.1
Registered Address	means the Society's Registered Office; the postal address of which is used for sending and receiving all forms of communication.
Registrar	means the Financial Conduct Authority (FCA) or any body that succeeds to its function.
Seal	means the common seal of the Society.
The Secretary	means the Society Secretary; a person appointed to carry out the duties of the Secretary.
Share	means the one share with a nominal value of GBP1.00 issued to each member and payable in full before admission to membership of the Society.
Singular and plural	Words importing the singular include the plural and vice versa.
The Society	means the Society as named in 1.1
Standards and Procedures	means Procedures, Rules of Order and Regulations used for the administration and operation of the Society's business.
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods. Electronic means can be used to the extent legally permissible, unless specifically excluded in these rules and excluding all voting. Electronic Means shall include, for example, email, video links and secure authenticated website transactions.

5. USE OF NAME

5.1 The registered title of the Society shall be:

5.1.1 Kept painted or affixed to the outside of the registered office and every other place the Society carries on its business, in a conspicuous position in easily legible letters.

5.1.2 Engraved in legible characters on its seal.

5.1.3 Mentioned in legible characters in all:

5.1.3.1 notices, advertisements and other official publications;

5.1.3.2 business correspondence;

5.1.3.3 bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Society; other business documentation; and its websites.

6. OBJECTS AND POWERS

6.1 The objects of the Society are to provide support, guidance and advice to all interested in, and committed to, allotment and leisure gardening and to uphold the interests and rights of allotment holders and the allotment community across England and Wales and beyond.

6.2 The Society shall have the power to do all other lawful things necessary or expedient to further its objects and in particular has the power to:

6.2.1 Collect, provide, publish and distribute any information, guidance and advice relating to allotment and leisure gardening by any means of communication including electronic means.

6.2.2 Provide material assistance and benefits to Members.

6.2.3 Organise and participate in local and national exhibitions, shows, meetings and workshops.

6.2.4 Provide advice and guidance in the setting up of local associations including the formation of limited companies, if appropriate, and Regional Bodies.

6.2.5 Make grants to Regional Bodies towards the cost of organisational work done on behalf of the Society as set out in Section H of the Standards and Procedures.

6.2.6 Provide initial legal advice and, for issues judged to be of national importance, further legal support.

6.2.7 Support and co-operate with like-minded bodies and statutory authorities whose objects complement those of the Society.

6.2.8 Make representations to, and provide evidence to and for, statutory and other authorities to influence public opinion and further the promotion, protection and preservation of allotments.

- 6.2.9** Purchase, hold, sell, mortgage, rent, lease or sub-lease property of any tenure and to erect, pull down, repair, alter or otherwise deal with any buildings thereon.
- 6.2.10** Raise funds by fees, invite contributions and bequests, and seek donations to further the Society's objects within the law.
- 6.2.11** Invest funds of the Society not immediately required for its business in the manner set out in Section 27 of the Act and subject to scrutiny by the Governance Committee in conjunction with Management Committee, proper control and independent advice.
- 6.2.12** In accordance with Rule 9.3 borrow funds from its Members or from commercial lenders for the purpose of furthering the objects of the Society in the manner set out in Section 27 of the Act and subject to scrutiny by the Governance Committee in conjunction with Management Committee, proper control and independent advice.
- 6.2.13** Employ and remunerate such employees and professional advisors as it deems necessary to organize and carry out the objects of the Society.
- 6.2.14** Set aside funds for special purposes or as reserves against future spending.

7. MEMBERSHIP

- 7.1** Membership shall be open to the following persons and bodies who support the objects of the Society:
 - 7.1.1** Individual persons over the age of 16, including Life Members.
 - 7.1.2** Associations, Federations and County Bodies.
 - 7.1.3** Local authorities, educational establishments, community groups and other public or recognised bodies.
 - 7.1.4** Private landowners, landlords.
- 7.2** The one share issued to each Member under Rule 4 shall:
 - 7.2.1** carry no right to interest, dividend or bonus.
 - 7.2.2** not be withdrawable.
 - 7.2.3** not be transferable except on death or bankruptcy for Members admitted under
 - 7.2.4** The Society Secretary shall register every issue or cancellation of shares and every change of
of
nominee for the shares of Members admitted under **7.1.2** and **7.1.3** by making the appropriate entry in the register of Members.
- 7.3** All applicants for membership shall make application in the form prescribed by the Society and all Members shall undertake to pay fees in accordance with the Rules.
- 7.4** Admission to membership will be at the discretion of the Management Committee.

- 7.4.1** The Management Committee shall have the right, for good and sufficient reason, to reject an application for membership.
- 7.4.2** The applicant for membership shall be notified of the grounds for the rejection of membership.
- 7.4.3** No paid employee, whether in full or part time employment of the Society, shall be eligible for membership of the Society or the Governance Committee or the Management Committee.
- 7.5** A Member which is a corporate body shall appoint by resolution a representative to exercise all such rights and powers as the corporate body would exercise if it were an individual person. Each such corporate body Member shall supply notification in Writing to the Society of its choice of representative.
- 7.6** A Member shall cease to be a member of the Society in the following eventualities:

 - 7.6.1** The death of an individual or Life Member.
 - 7.6.2** Termination of membership in accordance with these Rules.
 - 7.6.3** The withdrawal of the Member from the Society by sending notice in Writing to the Society Secretary at the Registered Office of the Society.
 - 7.6.4** The non-payment of the membership fee for a period of 60 days after it becomes due.
 - 7.6.5** The dissolution or winding up of a Member who is not an individual person.
- 7.7** Upon the cessation of membership for any cause under **7.6** all sums paid by the Member shall be forfeited and the Member's share shall be extinguished.
- 7.8** The Management Committee has the right to suspend and, if appropriate after investigation, terminate the membership of any Member on the grounds of conduct prejudicial and/or detrimental to the interests of Society.

 - 7.8.1** A person whose termination of membership for conduct prejudicial and/or detrimental to the Society shall be given 28 Clear Days' notice in Writing of a resolution to investigate the grounds on which termination of membership is proposed.
 - 7.8.2** The Member may make representations to the Management Committee before the meeting convened by **7.8.1**.
 - 7.8.3** If the grounds for termination are contested by the Member the Management Committee will set up an independent appeal panel of three persons, as set out in Section A of the Standards and Procedure, to investigate and report on the grounds for termination to which the member may submit representations including any in Writing.
 - 7.8.4** The Management Committee shall receive the report and recommendation of the independent panel and make its decision.
 - 7.8.5** The Member or, at the option of the member, his/her representative is able to make representations to the meeting of the Management Committee at which a resolution

proposing the termination of membership is to be decided.

- 7.8.6** If the Member fails to attend the Management Committee meeting of which due notice has been given the meeting may proceed in the Member's absence.
- 7.8.7** The decision of the Management Committee shall be final.
- 7.9** Membership fees shall be paid by Members on joining and on the anniversary of the date of joining in each year thereafter.
- 7.10** The Society will publish a schedule of membership fees on its website and in its magazine.
- 7.11** The Management Committee shall propose to the annual general meeting any change in fees to take effect the January immediately following the annual general meeting.
- 7.12** In an emergency an extraordinary general meeting of the Society may be called for the purpose of changing fees.
- 7.13** All fees collected by or on behalf of the Society must be remitted to the Registered Office.
- 7.14** When renewing membership in each year every Member Association shall send to the Registered Office of the Society a return of the names, addresses and, where appropriate, email addresses of its members. The Society's data protection principles and the principles of the 1998 Data Protection Act will be observed.
- 7.15** County Bodies and Federations of Member Associations shall provide details of their constituents who are Member Associations.
- 7.16** The Society shall keep at its Registered Office a register of Members in which the Society Secretary shall enter the following details:
 - 7.16.1** The Member's name and postal address and membership number and Email address.
 - 7.16.2** Where the Member has provided an electronic address to the Society and been notified of the purposes for which the electronic address is to be used the Member shall be able to receive notices and documents from the Society using that electronic address.
 - 7.16.3** A record of the share held by each Member and of the amount paid or agreed to be considered as paid on the shares of each member.
 - 7.16.4** A record of other property in the Society, whether in loans or otherwise, held by each Member.
 - 7.16.5** The date of admission to membership of the Society, and the date at which any membership ceased.
 - 7.16.6** The names and addresses of the officers of the Associations with the offices held by them and the dates on which they assumed office.
- 7.17** Any Member changing their postal and/or email addresses shall notify the Society of such change.

- 7.18** In accordance with Section 30 of the Act, the Society shall also keep at its Registered Office a duplicate register of Members which shall be available for inspection.

8. MANAGEMENT STRUCTURE AND ORGANISATION

- 8.1** The Governance of the Society shall be vested in the Annual General Meeting.
- 8.2** The administration, affairs and property of the Society shall be overseen and managed by the Management Committee which may exercise all such powers as are not required by these Rules or by statute to be exercised by the Members in General Meeting.
- 8.3** The Society shall have a Management Committee comprising of not fewer than seven members comprised as follows:
- 8.3.1** The President, ex officio,
1 representative from each of the Regions,
1 Treasurer.
 - 8.3.2** Each of the Management Committee positions in **8.3.1** shall be nominated according to Section B of the Standards and Procedures and the election and retirement procedures shall follow Section C of the Standards and Procedures.
 - 8.3.3** All persons who serve on the Management Committee or put forward for or seeking election to the Management Committee shall be over 18 years old.
- 8.4** Election of Management Committee Officers:
- 8.4.1** The Members of the Management Committee shall elect annually a Chairperson and a Vice-Chairperson from among their own number. A person elected to the position of Chairperson or Vice-Chairperson may serve for a maximum of five consecutive years, after which he/she may not stand for re-election as Chairperson or Vice-Chairperson for a further three years.
 - 8.4.2** The Management Committee shall appoint such other officers as may be required from time to time to specific sub-committees.
- 8.5** Regional members of the Management Committee:
- 8.5.1** For the Purpose of electing Regional Representative members of the Management Committee, England and Wales shall be divided into constituencies.
- 8.6** Members of the Management Committee elected under Rule **8.3.1** shall serve no more than three consecutive three year terms on a rota system as set out in Section C of the Standards and Procedures.
- 8.7** Society Secretary:
- 8.7.1** The Management Committee shall appoint a Society Secretary.
 - 8.7.2** The Society Secretary receive no remuneration.
 - 8.7.3** The Society Secretary shall have the following duties and powers:

- 8.7.3.1** To manage the registration, cancellation and change of shares as per rule **7.2.4**.
- 8.7.3.2** To maintain the register of members as per rule **7.16**.
- 8.7.3.3** To arrange for a letter to be sent to each shareholder in a region as per rule **8.10.1.2** if the process outlined in rule **8.10.1** is being undertaken.
- 8.7.3.4** To ensure that the annual return is sent to the Registrar as per rule **10.7**.
- 8.7.3.5** To manage the current balance sheet as per rule **10.9**.
- 8.7.3.6** To call an extraordinary general meeting and collect any documents relating to such meeting as per rule **12.2**.
- 8.7.3.7** To keep and manage the company seal as per rule **14**.
- 8.7.3.8** To sign and send any additional documentation to the Registrar as may be requested by the Management Committee such as an amendment to the Rules as per rule **16.1**.
- 8.7.3.9** To supply a copy of the Rules to any person on demand or free to any member who has not previously received a copy as per rule **18.1**.
- 8.7.3.10** To attend each Management Committee Meeting but he/she shall hold no right to vote.

8.8 Removal of Officers and Management Committee Members:

- 8.8.1** Any Officer or Management Committee member elected under Rules **8.3.1**, **8.3.2**, **8.4.2**, **8.7.1** or **8.12.1** may resign from office by sending notice in Writing to the Society Secretary at the Registered Office of the Society. Any Officer or Management Committee Member can be suspended and, after investigation, have their office terminated on any of the grounds of non-compliance with the code of conduct; disbarment from acting as a director; conduct considered to bring the Society into disrepute and/or detrimental to the carrying out of the Society's business.
- 8.8.2** The Officer or Management Committee member concerned shall be given 28 Clear Days' notice in Writing of a resolution to investigate the grounds on which termination of their office is proposed.
- 8.8.3** The Officer or Management Committee member may make representations to the Management Committee before the resolution stated in **8.8.2** is considered by the Management Committee.
- 8.8.4** If the grounds for termination are contested by the Officer or Management Committee member, the Management Committee will set up an independent appeal panel of three persons to investigate and report on the grounds for termination to which the member may submit representations including any in Writing as set out in Section A.
- 8.8.5** The procedures set out in Rules **7.8.2** through to **7.8.5** shall also apply to an Officer or

Management Committee member.

- 8.8.6** On the passing of a resolution proposed under **8.8.2** the Officer or Management Committee member concerned shall be immediately suspended sine die (Without assigning a day) and the Management Committee shall co-opt a person or persons to fill the vacancy so created.
- 8.8.7** In the case of a regional representative the Region will be informed of any decision to suspend under **8.8.1** and will be asked to nominate a replacement.
- 8.8.8** If appropriate and with the consent of the Region the nominated replacement could be co-opted by the Management Committee to serve until the end of the term, after the usual checks and induction as set out in Section B of the Standards and Procedures.

8.9 Removal of Regional Officers, Committee Members.

- 8.9.1** The Management Committee shall have the power to suspend, terminate or wind-up a Region, any of its Officers, Committee members and/or individual members whose actions are significantly detrimental to the aims and objectives of the National Allotment Society and in material breach of a Region's undertakings to the National Allotment Society.
- 8.9.2** Any action under **8.9.1** will be taken by the Management Committee only after any remediation reasonably required of those of the Region's officers, committee members named has not been affected within a reasonable period of time as set down by the Management Committee.
- 8.9.3** Any dissolution or winding-up order shall require the Officers, Committee members and individuals named in **8.9.1**.to: -
 - 8.9.3.1** Return all National Allotment Society money and assets to the registered address of the National Allotment Society.
 - 8.9.3.2** Remove all indication of their affiliation to the National Allotment Society in any written or electronic publication and communication of any form.
 - 8.9.3.3** Ensure that all affiliated societies, public and private landlords are informed of the end of their relationship with the National Allotment Society.
- 8.9.4** Any persons included in actions taken under **8.9.1** and **8.9.3** have the rights of appeal as set out in **8.8.4**.

8.10 Removal of regional representative by region:

- 8.10.1** A region requesting to remove their Regional Representative from the Management Committee have the right to do so, subject to the procedure set out below:
 - 8.10.1.1** The region will inform the Society in Writing of the reasons for the removal. At the request of 20 Members of that region and with the Management Committee's agreement, it shall arrange a meeting in that region.
 - 8.10.1.2** The Society Secretary shall arrange for a notice in Writing to be sent to each

shareholding member in that region setting out the reason for the meeting. The Members shall have 28 Clear Days' notice of that meeting.

8.10.1.3 The meeting shall be held within three months of the date of receipt of the communication in Writing from the region to the Society set out in **8.10.1.1**

8.10.1.4 The regional representative whose removal is proposed shall have the right to be accompanied and to make representations at that meeting.

8.10.1.5 The Society shall appoint a Chairperson for the meeting.

8.10.1.6 A ballot of the regional Members present and qualified to vote on the proposed removal of the regional representative shall determine the result by simple majority.

8.10.1.7 The appointed Chairperson along with the regional Chairperson or Society Secretary shall count the votes and the appointed Chairperson shall declare the result which shall be binding with no appeal.

8.10.1.8 In the event of the removal of the regional representative the Regional Body will be asked to nominate a replacement following **8.8.6** and **8.8.7**

8.11 The Officers of the Society shall be:

President
Chairperson
Vice-Chairperson
Treasurer

8.12 Election of President:

8.12.1 Nominations for the office of President shall be according with Section B of the Standards and Procedures and the election procedures shall follow Section C of the Standards and Procedures.

8.12.2 The President serves for a maximum of three terms of three years each.

8.12.3 The President shall be an ex officio non-voting member of the Management Committee.

8.12.4 The role of the President is to promote allotments and publicly represent the Society and allotment gardening nationally and internationally.

8.12.5 Should a vacancy occur during the period of office of the President, the Management Committee, in consultation with the Chairperson of the Governance Committee, shall approach an Honorary Life Vice-President to fill the vacancy pending nominations and a ballot at the next Annual General Meeting.

8.13 Honorary Life Vice-Presidents:

8.13.1 Nominations for Honorary Life Vice-Presidents shall follow the nominations procedures set out in the Section B of the Standards and Procedures.

- 8.13.2** In order to be put forward for nomination, nominees must have shown outstanding services to the Society over several years but shall no longer be serving officers at national level or of any Regional Body.
- 8.13.3** The Management Committee will recommend to the Annual General Meeting the names of those who qualify for appointment on receipt of the nominations.
- 8.13.4.** The following Annual General Meeting will vote on those persons recommended for the positions of Honorary Life Vice-Presidents.
- 8.14** The role of the Chairperson as the Senior Officer of the Society is to Chair meetings and promote the Society and allotment gardening. The Chairperson with the Management Committee is responsible for overseeing the agenda and work of the Management Committee, sub-committees and the senior staff members. He/she should also represent the Society publicly.
- 8.15** The Treasurer:
- 8.15.1** The Treasurer has specific responsibility for supervising the administration of the Society's finances and reporting to the Management Committee, keeping it informed throughout the year.
- 8.15.2** The Treasurer shall ensure that a full financial report be provided annually.
- 8.15.3** The Treasurer shall be elected for a maximum of three terms of three years each and may be removed by the Management Committee subject to the procedures set out in **8.8.1** to **8.8.8** being followed.
- 8.15.4** Nominations for the position of Treasurer shall follow Section B of the Standards and Procedures and the election shall proceed as set out in Section C of the Standards and Procedures.
- 8.16** Management Committee Meetings:
- 8.16.1** The Management Committee shall meet together as may be agreed from time to time for the dispatch of business subject to a minimum of four times annually.
- 8.16.2** Management Committee members shall, where possible, be given not less than 28 Clear Days' notice of Management Committee meetings, except for special or emergency meetings which may be held at shorter notice if so, agreed by a majority of the Management Committee members.
- 8.16.3** In the event of the Chairperson being unavailable to act, the Vice Chairperson shall chair Management Committee meetings or perform other duties.
- 8.16.4** The quorum necessary for the transaction of business at a Management Committee meeting shall be seven Management Committee members and for meetings held by electronic means shall include those Management Committee members not present in person.
- 8.16.5** Every question shall be decided upon by a majority of votes and if the votes are equal the Chairperson shall have the casting vote in addition to his/her vote as a

Management Committee member.

8.16.6 No Management Committee Member shall miss more than three consecutive meetings without having provided acceptable reasons for absence.

8.16.7 Members of the Management Committee and duly authorized persons shall receive such expenses, if any, at a rate set out in Section G of the Standards and Procedures and the Society's Volunteer Expenses Policy.

8.17 Management Committee sub-committees:

8.17.1 The Management Committee may appoint and delegate any of its powers to sub-committees.

8.17.2 Where a sub-committee has been appointed by the Management Committee the minutes of such sub-committee shall be as valid as Management Committee minutes following acceptance by the Management Committee.

8.17.3 Any sub-committee appointed under Rule **8.18.1** shall meet after its inception, and at the first meeting appoint from its own members a Chairperson.

8.17.4 The President, Chairperson and Vice-Chairperson shall be ex-officio non-voting members of all sub-committees of the Society.

8.18 All members of all committees and all persons attending such committees shall be subject to the Code of Conduct as set out in Section E of the Standards and Procedures.

8.19 Deputy regional representative:

8.19.1 When a regional representative is unable to attend a Management Committee meeting, a deputy named by his/her Regional Body is entitled to attend the meeting with all voting rights and privileges of the regional representative.

8.19.2 The deputy may only attend three meetings in a period of twelve months.

8.19.3 However, if the regional representative is unable or unwilling to continue to attend then he/she must give notice in Writing to this effect to the Registered Office. The deputy can be appointed to attend Management Committee meetings to represent the Regional Body until the following Annual General Meeting at which a new regional representative will be elected for that region for the appropriate term.

8.20 All members of all committees (including Officers) will receive no remuneration for their roles.

9. FINANCE: APPLICATION OF SURPLUS

9.1 All surplus funds arising from the general business of the Society shall be applied in such proportions and in such manner as may be decided by the Society at the annual general meeting as follows:

9.1.1 To a general reserve for the continuation and development of the Society;

9.1.2 To making payment for social or community purposes within the allotment and leisure gardening community served by the Society.

9.2 The Management Committee may invest funds of the Society that are not immediately required for its business in an investment deposit fund or in property assets.

9.2.1 The exact terms and conditions for any investment shall be set out in a formal statement and subject to the conditions as set down in **6.2.11**.

9.3 Any money borrowed from its Members and others in order to further its objects under **6.2.12** shall not exceed £2,000,000 as the amount outstanding at any one time.

9.3.1 Under **6.2.9** the Society shall have the power to mortgage or charge any of its property including the assets and undertakings of the Society, present and future, and to issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or persons having dealings with the Society.

9.3.2 The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Bank of England base rate at the commencement of the loan, whichever is the greater.

9.3.3 The Society may receive from any person donations or loans free of interest in order to further its objects but shall not receive money on deposit.

10. FINANCE: AUDIT

10.1 At each annual general meeting a resolution will be put to disapply section 83 of the Act under the provisions of section 84(1) of the Act.

10.1.1 If the resolution is passed according to the voting requirements of section 84(2) of the Act and reported following section 85(1) of the Act the Society will appoint a qualified Auditor to meet the requirements of section 85(2) of the Act.

10.1.2 If the resolution is lost according to the voting requirements of section 84(2) of the Act the Society will appoint one or more qualified Auditors to audit its accounts.

10.2 Any person appointed to act as Auditor under **10.1.1** or **10.1.2** shall not be an Officer or employee of the Society or a person who is a partner or employee of, or who employs, an Officer of the Society.

10.3 The Management Committee may appoint an Auditor to fill a casual vacancy occurring between general meetings.

10.4 An Auditor for the preceding financial year shall be re-appointed as Auditor of the Society for the current financial year unless:

10.4.1 A decision has been made by the Management Committee to appoint a different Auditor or expressly decided that he/she shall not be re-appointed; or

10.4.2 He/she has given notice in Writing to the Society Secretary of his/her unwillingness to be re-appointed; or

- 10.4.3** He/she is ineligible for appointment as Auditor of the Society for the current financial year; or
- 10.4.4** He/she has ceased to act as Auditor of the Society by reason of incapacity.
- 10.5** Any ordinary resolution of a general meeting of the Society either to remove an Auditor from office or to appoint another person as Auditor shall not be effective unless at least 28 Clear Days' notice in Writing of the proposed resolution has been given to the Society. At least 14 Clear Days' notice in Writing of this resolution must then be given to Members of the Society and in Writing to the Auditor(s).
- 10.6** Any member or persons having an interest in the funds of the Society shall be allowed to inspect his own account and the books, including all the particulars in the duplicate register of Members, at all reasonable hours at the Registered Office of the Society or at any place where they are kept.
- 10.7** Annual Return to the Registrar:
- 10.7.1** Every year the Society Secretary shall ensure that within the period prescribed by the Act the Annual Return in the form prescribed by the Registrar relating to the Society's affairs for the period required by the Act to be included in the Return is sent to the Registrar together with:
- 10.7.2** A copy of the report by the Auditor on the Society's accounts for the period included in the Return.
- 10.7.3** A copy of each balance sheet made during the period.
- 10.8** The Society shall not publish any balance sheet which has not previously been audited or inspected by a competent person, and any copy of a balance sheet published by the Society shall incorporate a report made thereon by the Auditor.
- 10.9** The Society Secretary shall:
- 10.9.1** Keep a copy of the latest balance sheet of the Society together with a copy of the corresponding Auditor's report displayed in a conspicuous place at the Registered Office.
- 10.9.2** Make available the items stated in **10.7** and shall supply gratuitously on demand a copy of those items to every Member or person having an interest in the funds of the Society.
- 10.10** Request to Financial Conduct Authority for inspection of books:
- 10.10.1** At least ten qualifying Members of the Society may apply to the Registrar for it to appoint an accountant or actuary to inspect the books of the Society and to report on them to the Society and the applicants.
- 10.10.2** Each of the qualifying Member applicants in **10.10.1** must have been a Member of the Society for not less than one year from the date immediately preceding the application to the Registrar outlined in **10.10.1**.
- 10.11** Inspection of the Affairs of the Society:
- 10.11.1** It shall be the right for the lesser of one-tenth of the total number of Members or 100

where the Society has more than 1000 Members to make a written application to the Registrar to apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report on them or to call for a Special Meeting of the Society.

- 10.11.2** Any application made under **10.11.1** must be supported by evidence as the Registrar directs, showing that the applicants have good reason for requiring the examination or Special Meeting.

11. PROCEEDINGS ON DEATH OR BANKRUPTCY

11.1 Upon a claim being made by:

11.1.1 The personal representative of a deceased Member; or

11.1.2 The trustee in bankruptcy of a Member who is bankrupt; or

11.1.3 The Office Holder to any property in the Society belonging to such a Member, the Society shall transfer or pay property to which the Office Holder has become entitled as the Office Holder may direct them.

11.2 A Member may, in accordance with the Act, nominate any individual or individuals to whom any of his/her property in the Society at the time of his/her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

12. MEETINGS

12.1 General Meetings:

12.1.1 The Society shall in each year hold an annual general meeting, specified as such in the notice calling the meeting, to conduct the business as set out in Section D of the Standards and Procedures at such time and place, as the Management Committee shall determine.

12.1.2 Not more than 15 months shall elapse between the date of one annual general meeting and that of the next.

12.1.3 At least 28 Clear Days' notice of each annual general meeting and 28 Clear Days' notice of any other general meeting shall be given in writing to each Member together with details of the business to be discussed.

12.1.4 The Management Committee may also convene further general meetings as deemed necessary

12.1.5 The timetable for holding the annual general meeting and other general meetings as set out in Section D of the Standards and Procedures shall be followed.

12.2 Extraordinary General Meetings

- 12.2.1** At the request of the Management Committee, the Society Secretary shall, after receiving and accepting a bona fide request in Writing made by 100 or more Members and taking professional advice, call an extraordinary general meeting.
 - 12.2.2** The request may comprise of a number of separate documents but the name and membership number of each signatory must be shown against each signature and state the purpose of the request.
 - 12.2.3** Such documents shall be sent directly to the Society Secretary at the registered office.
 - 12.2.4** Only original documents are valid; no copies of documents or electronic communication of documents are permitted.
 - 12.2.5** The business for the extraordinary general meetings will be restricted to items on the original request, of which notice has been given. No amendments will be accepted.
- 12.3** Motions or amendments for the agenda of the annual general meeting may be submitted by any Member of the Society and the Management Committee in accordance with Section D of the Standards and Procedures.
- 12.4** The quorum at any general meeting shall be 50 Members present. No business shall be transacted at any general meeting unless a quorum is present.
- 12.5** If within one hour from the time appointed for a general meeting to commence a quorum is not present, or if during a general meeting a quorum ceases to be present, the meeting shall stand adjourned 30 days to such time and place as the Management Committee determine.
- 12.5.1** If within one hour of the time the adjourned meeting was due to commence, those Members present (subject to a minimum of 25) shall constitute a quorum.
 - 12.5.2** No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.
- 12.6** The President, or in his / her absence, the Chairperson or Vice-Chairperson elected under Rule 8.4 shall preside as Chairperson at general meetings.
- 12.6.1** If the President, Chairperson or Vice-Chairperson are not present within 15 minutes after the time appointed for holding the meeting or are unwilling to preside, the Members present shall choose some other member of the Management Committee or attending Member.
- 12.7** The annual general meeting shall be under the direction and control of the presiding Officer and be subject to the Rules of the Society and standing orders of the Governance Committee published as an agenda item for, and agreed by, any general meeting as set out in Section D of the Standards and Procedures.
- 12.8** The order of business of the annual general meeting as set out in Section D of the Standards and Procedures shall be observed.

- 12.9** No sectarian or party-political questions shall be raised at ANY meeting of the Society and no action of the Society shall be directed towards the propagation of any political party or religious body.
- 12.10** Voting at General meetings will be on the basis of one vote per registered Member and follow Section C of the Standards and Procedures.

13. GOVERNANCE COMMITTEE

13.1 Membership of the Governance Committee

- 13.1.1** The Governance Committee shall be composed of a minimum of five Members.
- 13.1.2** The Governance Committee will elect a Chairperson from amongst its own number.
- 13.1.3** The Members of the Governance Committee will be elected on a rota basis from the general membership with each Member to serve for a maximum of three terms of three years each.
- 13.1.4** Members of the Governance Committee shall comply with the Code of Conduct in Section E of the Standards and Procedures.

13.2 Election of Governance Committee

- 13.2.1** Nominations shall follow the nominations procedure set out in Section B of the Standards and Procedures.
- 13.2.2** Voting for members of the Governance Committee shall follow Section C of the Standards and Procedures.
- 13.2.3** The Governance Committee shall meet as often and at such times as is required to carry out its business effectively.
- 13.2.4** The Governance Committee may at any time fill a casual vacancy on the Governance Committee by co-option. Co-optees must be Members of the Society and shall serve on the Governance Committee until the next annual general meeting where the place shall be subject to the nomination and voting procedures as laid down in Sections B & C of the Standards and Procedures.

13.3 The functions of the Governance Committee are to:

- 13.3.1** Ensure that all parts of the Society operate within the law, the Nolan Principles of Public Life as set down in Section E of the Standards and Procedures and these Rules of the Society, and scrutinize the decisions of the Management Committee.
- 13.3.2** Confirm that the agenda for the annual general meeting and any extraordinary general meeting held during the year is within these Rules.
- 13.3.3** Have effective oversight of the conduct of the annual general meeting as set out in Section D of the Standards and Procedures.

13.4 Emergency Motions

- 13.4.1** Any proposal for any emergency motion at a general meeting shall be first considered by the Governance Committee, together with the proposer if possible.
- 13.4.2** If it is established the proposal could not have been submitted as a Motion on the Provisional Agenda as set out in Section D of the Standards and Procedures, the Governance Committee shall recommend an appropriate place on the agenda.
- 13.4.3** No emergency motion shall be discussed without two thirds of the voting Members present at a general meeting being in agreement with **13.4.2**.

14. SEAL

- 14.1** The Society shall have its name engraved in legible characters on a Seal which shall be kept in the custody of the Society Secretary and shall be used only as authorised by a resolution of the Management Committee.
- 14.2** Any document bearing the seal shall state the date of the resolution authorising the use of the seal and shall be witnessed by two members of the Management Committee and the Society Secretary.

15. INDEMNITY AND INSURANCE

- 15.1** Every member of the Management Committee or any sub-committee and every Officer and Servant of the Society shall be indemnified by the Society against all losses and liabilities incurred by him or her in relation to the execution of his/her office providing that nothing in this rule shall entitle him/her to any indemnity against liability arising through negligence or fraud or similar actions on his/her part.
- 15.2** The Society may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any member of the Management Committee or former member of the Management Committee of the Society in respect of any loss or liability which has been or may be incurred by such a member of the Management Committee in connection with their duties or powers in relation to the Society or any pension fund of the Society.

16. AMENDMENT OF RULES

- 16.1** Any change made under **16.2** will come into effect only after registration of the amended rules with the Registrar.
- 16.2** Any new rule or any amendment or rescindment of any rule will only be made with the consent of a two-thirds majority of Members present and entitled to vote at a general meeting.
- 16.3** Any part of any section of the List of Standards and Procedures can be added, rescinded or amended with the consent of a simple majority of Members present and entitled to vote at a general meeting.
- 16.4** The Society in a general meeting, or the Management Committee from time to time may reasonably add to, amend or rescind any section of the List of Standards and Procedures in the form of standards, procedures, bye-laws, standing orders or otherwise as they think fit for the management, conduct and regulation of the affairs of the Society and proceedings and powers of the Management Committee and sub-committees.

- 16.5** No part of the Standards and Procedures and any addition or amendment to them shall be inconsistent with any of these rules.

17. AMALGAMATION, TRANSFERS OF ENGAGEMENTS, CONVERSION AND DISSOLUTION

- 17.1** The Society may amalgamate with, transfer its engagements to:
- Another registered Society;
 - To a company;
- Or**
- Convert to a company.
- Subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules.
- 17.2** If any of the actions in **17.1** are to be undertaken, the Management Committee will propose a special resolution at a general meeting to be subject to the conditions required by sections 111 and 113 of the Act.
- 17.3** A general meeting called for the purpose of any such resolution under **17.1** or **17.2** shall observe the following provisions:
- 17.3.1** The Society shall give not less than 60 Clear Days' notice to Members of the meeting.
 - 17.3.2** The notice to Members shall be accompanied by a separate statement setting out:
 - 17.3.2.1** The reasons for the proposal;
 - 17.3.2.2** What alternative proposals have been considered and their viability;
 - 17.3.2.3** A report from reputable independent financial advisors recommending support for the proposal rather than any alternative provision.
- 17.4** The Society may at any time be dissolved:
- 17.4.1** in accordance with section 119 of the Act by an instrument of dissolution;
 - 17.4.2** in accordance with section 123 of the Act in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the insolvency Act 1986; or
 - 17.4.3** in accordance with section 125 of the Act, after administration and administrator issues a notice to dissolve the society without prior winding-up.
- 17.5** The Members may pass a resolution before or at the same time as the resolution to dissolve the Society recommending the manner in which the Management Committee is to apply the remaining property and assets of the Society following Section F of the Standards and Procedures.

- 17.6** If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, none of these assets shall be distributed among the Members but as set out in Section F of the Standards and Procedures.

18. COPIES OF RULES AND LIST OF STANDARDS AND PROCEDURES

- 18.1** It shall be the duty of the Management Committee to provide the Society Secretary with sufficient number of copies of the Rules to enable him/her to deliver a copy of such Rules to any person on demand a copy of such Rules and on payment of an administrative charge. A copy of the rules will be issued free of charge to any member who has not previously received a copy of the rules.
- 18.2** Copies of the List of Standards and Procedures shall be published and made available to Members as set out in **18.1**