# 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:

1. 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.
2. 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.
3. 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 Association forums/events.
4. 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.
5. 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.
6. 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 children.
7. To promote the Alsager Gardens Association by holding an Annual Show to include Flowers Vegetables, Homecrafts, Photography and any other partnerships, complimentary or associated activities in keeping with the ethos and values of the Association.
   **The Annual Show will be named, "The Alsager Gardens Association Annual Flower, Vegetable & Homecraft Show".**
8. To raise funds to meet the objectives of the Association by way of applications for grant funding.
9. To raise funds to meet the objectives of the Association through 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.
10. 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.
11. 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.

## 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 Association or may pay out of such property, reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(b) An Association officer may benefit from trustee indemnity insurance cover purchased at the Association'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 the Assocation the amount of which is set at the Annual General Meeting.

3.2 None of the income or property of the Association 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 Association in the capacity of a beneficiary of the Association.

(b) Reasonable and proper remuneration for any goods or services supplied to the Association.

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

1. General Provisions

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

(a) Buy or receive any goods or services from the Association on terms more preferential to those applicable to members of the Association.

(b) Sell goods, services, or any interest in land to the Association.

(c) Be employed by, or receive any remuneration from, the Association unless payment is permitted by clause 4.2.

2. Scope and powers permitting officers or connected persons' benefits

(a) An Association officer or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association 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 Association 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 AGA Committee decided that they were satisfied that it would be in the best interests of the Association to contract with the person rather than someone who is not an officer or connected person. In reaching that

decision the AGA Committee must balance the advantage of contracting with an officer or connected person against the disadvantages of so doing.

**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 them with regard to the supply of goods to the Association.

**and**

(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 AGA Committee will remain in office and will be responsible for winding up the affairs of the Association in accordance with the clause.

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

(b) The AGA 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

1. An Annual General Meeting must be held each year and not more than **sixteen** months may elapse between successive annual general meetings.
   (a) Written notification of the AGM shall be circulated to members at least three weeks prior to the AGM.
   (b) Reports to be considered at the AGM will be made available at least seven days prior to the AGM.
   (c) Nominations for Committee posts must be proposed and seconded by a member of the Association and should be made in writing, to be received by the secretary at least seven full days prior to the AGM. The person nominated should be aware of the nomination.
   (d) A full set of minutes of the AGM must be made available to all members within eight weeks following the last AGM. The minutes will be sufficiently served by posting a copy on the AGA website.
   (e) The Annual General Meeting shall appoint a minimum of 3 officers who shall hold office until the next AGM.
   (f) The general business of the Association shall be conducted by the AGA Committee which shall be elected annually at the Annual General Meeting of the Association.
   (g) The officers of the AGA Committee may meet as required to ensure the effective and continued running of the AGA. and /or to progress the business of the Association.

2. All General Meetings other than the Annual General Meetings, shall be called Special General Meetings (SGM).
(a) The Officers of the AGA may call a Special General Meeting at any time.
(b)The AGA Committee must call a Special General Meeting if requested to do so in writing by at least twenty members or at least one tenth of the membership whichever is the greater.

3. The AGA Committee must provide notice of a General Meeting of the committee together with the published agenda and reports at least seven days prior to date of the meeting.
(a) All minutes of meetings must be available for members to view.
(b) The agenda and minutes will be sufficiently served by posting a copy on the AGA website.
(j) The AGA committee may only exclude members from that part of the meeting, known as Part 2 if the criteria stated below are met:
- In view of the nature of the item of business, that if general members of the AGA were present during that item, that confidential or members personal information would be disclosed to them in breach of the obligation of confidence.
- Were such information to be in the public domain it would breach confidentiality or influence suppliers in putting forward a bid for services.

(k) The agenda item must be recorded under Part 2 and must state what the item is about.
(l) The details of what is decided in the meeting when members have been excluded, must be minuted but in such a manner so as not to disclose the confidential information which necessitated the item going into the private session.
(m) Members have the right to challenge why an item is being placed in part 2 of the meeting and must be provided with an explanation if requested, but without breach of confidentiality.

These matters should be few and far between but would usually be associated with tenants matters or financial issues related to tendering for services.
For example: Discussion re Appeal from Tenant X regarding plot termination may appear as an item under part 2 of the agenda.
The minute might read “A discussion regarding Tenant x took place, and it was determined that the individual would be given a final warning regarding their plot and that a recurrence of this matter would lead to a termination of their tenancy.”

## 7. QUORUMS

(a) A Quorum of the Annual General Meeting shall be **eleven.**
(b) A Quorum of the AGA Committee shall be **five.**

## 8. CASTING VOTES

The Chair of the Annual General Meeting and General AGA Committee Meetings shall have a casting vote at the respective meetings.

## 9. NOMINATION OF ASSOCIATION PRESIDENT

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

## 10. THE ELECTION OF OFFICERS

The Annual General Meeting shall appoint **a minimum** of three officers who shall hold office until the next AGM. Other vacancies will be filled at the AGM where possible but if not, the AGA Committee shall appoint other officers as it sees fit.
Should an officer or committee vacancy arise between AGM's the AGA Committee may fill these on a temporary basis, at its discretion. Should a quorum not be achievable due to resignations then those officers remaining in post shall be able to appoint to vacancies at its discretion. Such appointments will remain in office until the next AGM.
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 AGM.
All AGA members are eligible to be members of the AGA Committee.

## 11. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

It is preferable that the officers of the AGA Committee are not related (spouse/partner/sibling etc) however, in a small organisation it is recognised this may not always be achievable. Such relationships must be declared at all AGA Committee meetings and any "households" will have only one casting vote. **This restriction is not applicable to the AGM/SGM meetings where all members receive a vote.**

Signatories on the AGA account must not be related.

An Officer of the AGA Committee must:

(a) Declare the nature and extent of any relationship or 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 AGA 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 complementary organisations/partners who are approved by the AGA Committee.
The AGA 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.
All members will automatically be affiliated to the National Allotment Society.

## 15. TERMINATION OF MEMBERSHIP

Membership is terminated if:

(a) The member dies or, if it is an organisation, ceases to exist.

(b) The member resigns.

(c) The member is removed by a resolution of the AGA 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 and represented by another adult at the appeal hearing.

(d) Has not paid their membership fee by **31st December** each year.

## 16. SUBSCRIPTIONS

Each member shall pay an annual subscription, the amount to be determined annually by a meeting of the AGA Committee. Membership will run from 1st January to 31st December each year.

## 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 AGA 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 plus the current year.
(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.

## 20. REVISIONS TO DOCUMENT APPROVED AT AGM on

10-02-15 - Amended and approved at the AGM on 10th February 2015.
13-02-18 - Rule 2 Amended and Approved at the AGM on 13 February 2018.
12-03-19 - Updated Objectives, membership requests & revised number for Quorum
26-02-24
Formatting, Branding, Email address changed from old secretaries' email to new alsagergardens.org.uk, website alignment, president election to 12 months (9), executive committee designation (6.3), removal of pre-school (2.e), quorum to 3 (7.2), reword but no change (10),
04-11-24 –
General - A change of title from Executive Committee to AGA General Committee which is now to be to be referred to as "The AGA Committee."

# ALSAGER GARDENS ASSOCIATION

# CONSTITUTION

2 Objectives - Item 6 name of the annual show shall remain as “The Alsager Gardens Association Annual Flower, Vegetable & Homecraft Show”.
6 - General Meetings and Governance
The Officers of the AGA Committee has been extended to consist of Chair, Vice Chair Treasurer, Secretary, Trading Secretary, Accounts Officer, and all site managers.
(g) (h) (I) (j) Several points have been added to give clarity to the length of notice that must be given to members regarding the date of the AGM, together with when the agenda, reports, and the subsequent minutes, which must be made available.
7 - Quorums. The quorum of the AGA Committee increased from 3 to 5.
10 - Election of Officers. Ability to appoint to committee vacancies between AGM’s.
11 - Conflicts of Interests and Conflicts of Loyalties. A paragraph has been included to restrict the voting ability of a “household.”
15 -Termination of Membership. If members have not paid their membership fee by 31st December each year, that membership will automatically be terminated.

16-03-26
Due to the dwindling numbers of members coming forward to take on lead officer roles the following changes were made to ensure that the AGA can continue effectively with reduced officers.
6 - General Meetings and Governance
(e) The Annual General Meeting shall appoint a minimum of 3 officers who shall hold office until the next AGM.
(f) The general business of the Association shall be conducted by the AGA Committee which shall be elected annually at the Annual General Meeting of the Association.
(g) The officers of the AGA Committee may meet as required to ensure the effective and continued running of the AGA. and /or to progress the business of the Association.
(h) The Officers of the AGA may call a Special General Meeting at any time

END