

## The Constitution of Dunton Community Garden Group

### 1. NAME

The name of the organisation shall be Dunton Community Garden Group (hereinafter called 'The Group').

### 2. OBJECTS

The objects for which the organisation is established are the charitable purposes of the advancement of education and of social welfare for the inhabitants of Bedfordshire and its surrounding counties, (hereinafter called The Area of Benefit). In furtherance of the above objects, but not otherwise The Group shall:

- a) advance education for the benefit of the public in particular in organic gardening;
- b) promote the preservation of the environment in particular by running an organic garden and demonstrating organic gardening methods which include horticulture and recycling;
- c) promote for the benefits of the inhabitants of Dunton and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

### 3. MEMBERSHIP

Membership shall be open, irrespective of nationality, religious opinion, age, sex, race, physical or mental ability, to:

- a) all people over the age of 18 resident or formerly resident in The Area of Benefit who shall be called Full Members.  
All persons under the age of 18 years, living in The Area of Benefit, who shall be called Youth Members.
- b) well-wishers everywhere who shall be called Associate Members.  
Associate Members shall not have the right to vote at Members' Meetings. All opinions from Associate Members are welcomed.

### 4. TERMINATION OF MEMBERSHIP

The Management Committee shall have the right for good and sufficient reason to terminate the membership of an individual member provided that the individual member shall have the right to be heard by the Committee before a decision is made.

Any notice required to be given may be given by sending it by post to a member's last known address and if so given shall be deemed to have been received two clear days after posting.

#### 5. SUBSCRIPTIONS

All members shall pay such subscriptions as the Management Committee may determine.

#### 6. THE MANAGEMENT COMMITTEE

Subject to limitations set out in clause 9 hereof, the policy and general management of the affairs of The Group shall be directed by a Management Committee (herein referred to as 'The Committee') which shall meet not fewer than six times per year.

The Committee shall consist of a minimum of 7 and maximum of 12 full members elected at the Annual General Meeting. In addition the Committee may co-opt further members provided that the number of co-opted members shall not exceed one-third of the total number of members of the Committee as defined above. All members of the Committee shall retire annually, but shall be eligible to be reappointed or co-opted again.

#### 7. OFFICERS

Honorary Officers. The first office holders shall be appointed by the Committee and thereafter the annual general meeting shall elect a Chairperson, Vice Chairperson, Treasurer and Secretary and such other Officers as it may determine. All Full members of The Group are eligible for election as Officers.

#### 8. POWERS

In order to achieve the objects of The Group the Committee shall have the power to:

- a) Purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of the said objects, and construct, maintain and alter any buildings or erections necessary for the work of The Group.
- b) Subject to such consents as may from time to time be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property of The Group.
- c) Take and accept any gifts of property, whether subject to any special trust or not.
- d) Provide such accommodation, services and facilities as shall be necessary.

- e) Give lectures, conduct seminars, hold conferences and discussions, and provide instruction and information.
- f) Print and publish and arrange to have printed and published whether gratuitously or for sale at moderate prices reports, periodicals, leaflets and other literature.
- g) Issue appeals, hold public meets, lectures and exhibitions, and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of The Group and procuring contributions to its funds in the form of donations, subscriptions, covenants and otherwise.
- h) Conduct research and publish useful results of all such research.
- i) Co-operate and co-ordinate with representatives of the statutory authorities and voluntary organisations and other charities in the achievement of the said objects or any of them.
- j) Employ and remunerate staff and other servants and make all such provision for such staff and servants as would be required of employers.
- k) Promote, encourage and undertake experimental work in The Garden.
- l) Affiliate to other organisations with similar charitable aims.
- m) Do all such other things as shall further the said objects, or any of them.

#### 9. DOCUMENTS

Any documents authorised by the Committee shall be executed by the Chairperson and Secretary or nominees appointed by The Committee.

#### 10. ANNUAL GENERAL MEETING

Once in each year the Committee shall convene an Annual General Meeting of The Group in the March of each year which all members and the public shall be entitled to attend, for the purpose of receiving the Annual Report of the Committee and the Annual Audited Statement of Accounts; of accepting the resignations of the members of the Committee; of accepting the appointment of new members of the Committee; of appointing an Auditor or Auditors or independent examiner(s); of making recommendations to the Committee and whenever necessary, of voting on proposals to amend the constitution in accordance with clause 15. A notice shall be posted to all Members and Associate Members at least 14 days prior to the meeting, stating the place, day and hour of the AGM.

#### 11. SPECIAL GENERAL MEETINGS

The Chairperson of the Committee or the Secretary may at any time at their discretion, and shall within 21 days of receiving a written request so to do, signed by not less than 20 members and giving reasons for the request, call a Special General Meeting of The Group for the purpose of altering the constitution in accordance with clause 15 hereof or of

considering any matter which may be referred to them by the Committee or for any other purpose.

## 12. RULES OF PROCEDURE AT ALL MEETINGS

### a) Voting

Subject to the provisions of clause 15 all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote, but in the case of the equality of votes the Chairperson shall have the second or casting vote.

### b) Quorum

Four committee Members shall form a Quorum at meetings of the Committee and all other Sub-committees.

Seven members shall form a Quorum at *General Meetings of The Group*.

### c) Minutes

Minute books will be kept by the Committee and all other Sub-committees, and the appropriate Secretary shall enter therein a record of all proceedings and resolutions. Minutes of all meetings shall be open to all members.

d) All Committee and Sub-committee meetings shall be open to all members to attend as observers except during discussions of personal or employee-related matters.

e) The Chairperson shall call on observers to speak at his/her discretion or when a simple majority of the Committee members request it.

## 13. FINANCE

a) subject to the provisions of sub-clause (e) of this clause, all monies raised by or on behalf of The Group shall be applied to further the objects of The Group and for no other purpose.

b) The Honorary Treasurer shall keep proper accounts of the finances of The Group.

c) The accounts shall be audited at least once per year by an auditor or auditors who shall be appointed at the *Annual General Meeting*.

d) An audited, or independently examined, statement of accounts for the last financial year should be submitted by the Committee to the *Annual General Meeting*.

e) i. No trustee may buy goods or services from the organisation, or sell goods or services to the organisation, or receive remuneration or any other financial benefit from the charity except in accordance with the provisions of this constitution.

ii. The trustees may employ, or enter into a contract for the supply of goods and services and hiring or renting land with one of their number. Before doing so the trustees must be satisfied that it is in the best interests of the charity. In reaching that decision they

must balance the advantage of employing a trustee against the disadvantages of doing so. The remuneration or other sums paid must not exceed an amount that is reasonable in all the circumstances. The trustees must record the reason for their decision in their minute book.

- iii. A trustee must be absent from the part of any meeting at which their employment or remuneration, or any other matter concerning the contract, are discussed. He or she must not vote on any matter relating to his or her employment or contract and must not be counted when calculating whether a quorum of trustees is present at the meeting.
- iv. For this clause, the term "trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or any person living with the trustee as his or her partner.

#### 14. GARDEN PROPERTY

The titles of all and any real property which may be acquired by and for the purpose of The Group shall be vested in The Committee and who shall enter into a deed of trust setting forth the purposes and conditions under which they hold the said property in trust for The Group.

#### 15. DISSOLUTION

If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve The Group it shall call a meeting of all individual members of The Group of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in The Area of Benefit and advertised in newspapers circulating in the Area of Benefit.

If such decision is confirmed by a simple majority of those present and voting at such a meeting, the Committee shall have power to dispose of any assets held by or in the name of The Group. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given to the charity known as HDRA - the Organic Organisation or to charitable purposes for the benefit of the inhabitants of The Area of Benefit as the Committee may decide.

#### 16. ALTERATIONS TO THE CONSTITUTION

Any proposals to alter this constitution must be delivered in writing to the Secretary of The Group not less than 28 days before the date of the meeting at which it is first to be considered.

All alterations will require the approval of both:

- a) A simple majority of members of the Committee present voting at the Committee Meeting.
- b) A two-thirds majority of members of The Group present and voting at a General Meeting.

Notice of each such meeting must have been given in accordance with the normal procedure but not less than 14 days prior to the meeting in question and giving the wording of the proposed alteration.

A resolution signed by all members shall have the same effect as a resolution passed in accordance with this clause.

This Constitution was adopted as a Constitution of Dunton Community Garden at a meeting duly convened at 8 Chapel Street Dunton on 6 January 2006.

Signed