

WINDSOR ALLOTMENTS AND HOME GARDENS ASSOCIATION LIMITED

RULES JANUARY 2010



1. Name:- The name of the Society shall be WINDSOR ALLOTMENTS AND HOME GARDENS ASSOCIATION LIMITED

2. Registered Office:- The Registered Office of the Association shall be at Gardeners Hall, 213 St Leonards Road, Windsor, Berkshire SL4 3DR.

3. In the event of any change in the situation of the registered office, the Secretary shall send to the Registrar notice of such change within 14 days thereof in the form prescribed by the Treasury Regulations.

4. Objects:- The objects of the Association shall be to carry on the industries, trades or business of:-

- a) Creating and promoting the interests of allotment, leisure and home gardeners.
- b) Providing educational, recreational and trading facilities for persons interested in horticulture and associated art in Windsor and district.
- c) Managing Allotment sites in Windsor on behalf of the local Authority, currently the Royal Borough of Windsor and Maidenhead, and on behalf of such other agencies as may be agreed by the managing committee.
- d) Doing all such things as are incidental or conducive to the above objectives and managing and conducting any amenities or activities that may assist such objectives.

5. Income and Property:-

The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of profit to members of the Association; provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association.

6. Powers:- The Association shall have full power to do all things necessary or expedient for accomplishment of its objects, including the power to deal in any way with land or buildings, and without prejudice to the generality of the foregoing shall in particular have power to acquire land from local authorities acting under the provisions of any Act for the time being in force relating to small holdings or allotments, or from any other person or body to adapt land so acquired for allotments to execute any other improvement.

7. The Association shall not in its corporate capacity take part in any Parliamentary, County Council, Unitary, Municipal or other Local Government elections.

8. Affiliations:-

- a) The Association shall be affiliated to such horticultural and allied societies as the Committee from time to time may decide.
- b) Clubs and societies having object similar in nature to the Association to be permitted, subject to the Committee's approval, to affiliate to the Association on payment of such affiliation fee as may be determined by the Committee from time to time.

GARDENERS HALL – LICENSING ACT 2003

9. The Association as the lessee of Gardeners Hall will comply with the lease granted by the Royal Borough of Windsor and Maidenhead dated 20 March 1995 ("the lease" which term includes any subsequent lease which may be granted by RBWM to the Association).

10. The Association shall keep at Gardeners Hall:-

- a) A register containing the names and addresses of members.
- b) A register containing the names and addresses of all bona fide guests and the names of the members signing them in.

11. The Association will comply with the Government Licensing Act currently in force and with the terms of the Club Premises Certificate issued by the local authority. For any event which falls outside the conditions of its Club Premises Certificate the Association will apply to the Licensing Authority for a temporary event notice. The Association will sell intoxicating liquor only to the following persons:-

- a) A member of the Association who has been a member for at least 2 days, or whose nomination or application for membership was made at least 2 days before his admission to the privileges of Gardeners Hall.
- b) Bona fide guests introduced by a member not exceeding 3 in number at any one time.  
Members may introduce individual guests on no more than two occasions.
- c) Persons admitted to Gardeners Hall as a member of a club with object of a similar nature.
- d) Persons attending Gardeners Hall for a social or other function organized or authorized by the Association. But no function shall be permitted to which admission may be obtained by payment of money at the door for a ticket or otherwise.

No intoxicating liquor will be sold at Gardeners Hall for consumption off the premises except to a member of the Association in person.

No intoxicating liquor will be sold to a person under the age of 18 years whether or not the person is a member of the Association.

12. All appropriate insurance, including Third Party Insurance against common law liability to members and visitors, shall be effected and maintained in force and displayed.

#### USE OF NAME

13. Use of Name:- The registered name of the Association shall be kept painted or affixed on the outside of every office or place in which the business of the Association is carried on, in a conspicuous position in letters easily legible, and shall be engraved in legible characters on its seal, and shall be mentioned in all business letters of the Association, notices, advertisements, and other official publications of the Association, and in all bills of exchange, promissory notes, endorsements, cheque and orders for money or goods, purporting to be signed by or on behalf of the Association, and in all bills, invoices, receipts and letters of credit of the Association.

#### MEMBERSHIP

14. The Association shall consist of such persons as the Committee may admit or has admitted to membership:-

- a) Ordinary members who shall pay an annual subscription currently of £4 due on 1<sup>st</sup> October in each year, which amount may be varied by the Committee who shall advise the Annual General Meeting of any increase in subscription due on the next 1<sup>st</sup> October. Ordinary membership shall include joint membership of a member and partner except that the Association will not grant any tenancy of an allotment to anyone who is not a member in his or her own right.
- b) Honorary members who shall be persons as the Committee shall in its discretion admit to honorary membership of the Association. Honorary members shall not be required to pay any subscription but shall be entitled to attend at meetings of the Association but not to vote thereat. An Honorary member shall nevertheless be eligible for election as an officer of the Association or to serve on the Committee thereof and if so elected shall have the same voting rights when acting as such officer or member of the Committee.
- c) Life Members: At the date of these rules coming into force there are certain life members. No new life members will be appointed.
- d) Every member shall be deemed to be the holder of one share only which shall be forfeited on cessation of membership from whatever cause.

- e) Subscriptions:- Members may be required to pay an annual subscription of such sum as may be determined by the Committee.
- f) Cessation of membership:- A member shall cease to be a member in the following eventualities:
  - i) The member's death.
  - ii) The member's resignation.
  - iii) The expulsion of the member under rule 14g).
  - iv) Where a member has been required to pay an annual subscription under rule 14e), the non payment thereof for a period of 3 months after it has become due.
- g) The Committee shall have the power to suspend or cancel the membership of any member of the Association after giving such member the opportunity of being heard, but the Committee shall not be under any obligation to give any reason for such suspension or cancellation. The decision of the Committee in relation to any such suspension or cancellation shall be final.

#### REGISTER OF MEMBERS

15. Register of Members:- The Association shall keep at its registered office a register of members in which the secretary shall enter the following particulars:-

- a) The names and addresses of the members.
- b) A statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member.
- c) A statement of the property in the Association whether in loans or otherwise held by each member.
- d) The date at which each member was entered in the register as a member and the date at which any person ceased to be a member.
- e) The names and addresses of the officers of the Association, with the offices held by them respectively and the dates on which they assumed office.

Every member at the time of becoming a member shall notify the Secretary in writing of his or her address and subsequently of any change therein.

The Secretary shall maintain a duplicate register of the members containing the details shown in this rule except for those shown in subparagraphs b) and c) of this rule.

16. Shares:- Shares shall neither be transferable nor withdrawable. They shall be of the value of £1 (one pound) which shall be payable on application for the share.

17. Cancellation of Shares:- Upon cancellation of any shares in accordance with these rules the Secretary shall make an appropriate entry relating thereto in the register of members.

### BORROWING POWERS

18. Loans:- Deposits shall not be taken either from members or non-members. The Committee may obtain loans on such security and such terms of repayment as it may think fit, provided that the amount shall not exceed twice the then issued share capital of the Association and that the rate of interest shall not exceed the current Bank Base Rate or (if the current Rate is more than one percent above the current Bank Base Rate) be at the best rate obtainable, except loans from the Association's banker or on a mortgage. Subject to the same condition as the rate of interest, a General Meeting may authorize the Committee to obtain loans to a further amount, provided that the total amount of the loans shall not exceed twenty times the issued share capital.

### INVESTMENTS

19. The Committee may invest any funds of the Association in or upon any of the securities referred to in Section 31 of the Industrial and Provident Societies Act 1965, but not otherwise.

### GENERAL MEETINGS

20. Ordinary General Meetings:- The Annual General Meeting and other Ordinary General Meetings shall be held at such times as the Committee of a General Meeting shall determine.

21. Special General Meetings:- A special General Meeting shall be held whenever the Committee of Management thinks expedient or whenever a written requisition for such a meeting signed by 25 members is delivered to the Secretary. Should the Secretary fail to convene a Special General Meeting within four weeks after delivery to him or her of such requisition, the members signing the requisition may convene such meeting by giving four weeks' notice.

22. Notice of General Meetings:- At least fourteen days' notice in writing of every General Meeting, stating the business to be transacted at such meeting, shall be sent to every member at his or her address entered in the register of members and no other business than that stated in the notice shall be transacted at such meeting without prior notice to the Chairman in writing seven days before such meeting.

23. The accidental omission to give notice of the meeting to, or the non-receipt of such by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings of any meeting.

24. Voting at General Meetings:- Every member present at a General Meeting and not otherwise disqualified shall have one vote and where the votes cast in any matter are equal the presiding officer shall have a casting vote in addition to his or her vote as a member. A married couple or partners will have only one vote between them unless both are individually registered members. If the presiding officer declares that a

matter requiring a vote only affects allotment tenants then only allotment tenants may vote.

25. Presiding Officer at General Meetings:- At all General Meetings the President or (if he or she be not present) a chairman elected from the Management Committee by the meeting shall preside.

26. Quorum at General Meetings:- Unless otherwise determined by a previous General Meeting, a quorum at General Meetings shall consist of 30 members.

27. Discussions at Meetings:- No political or sectarian issue shall be raised, or resolution of that character proposed, either at any Committee or General Meeting of the Association.

#### OFFICERS AND COMMITTEE OF MANAGEMENT

28. Who are the Officers:- The Association shall have the following officers:- a President, a Chairman, a Secretary, a Treasurer and 16 Committee members or such other number as may be determined by a resolution of a General Meeting and any other officers who may appear to the Committee of Management to be necessary for the conduct of the Association's business.

29. Committee of Management:- The Committee of Management shall consist of the President, the Chairman and the Committee Members. Until the first Annual General Meeting the signatories to the application for registry of the Association shall constitute the Committee of Management.

30. Election of Officers:- All officers and committee persons with the exception of the Chairman and Vice-Chairman will be elected by the Annual General Meeting, and shall hold office for three years, but shall be eligible for re-election. The Chairman and Vice-Chairman will be elected by the Committee from its members at the first Committee Meeting following the Annual General Meeting, and shall hold office for three years, but will be eligible for re-election.

31. Qualification for Office:- The Association in General Meeting may determine the qualifications necessary for the holding of the Office of President, Chairman or any other officer or committee member, and no dealer in, or agent for, the sale of agricultural requirements, nor person dealing as a trader in, or agent for, agricultural produce, shall be eligible to hold any office whatsoever in the Association.

32. Removal from Office:-

- a) Any Committee Member or Officer failing to attend one half of the Committee Meetings within a period of one



year without satisfactory explanation shall forfeit his or her office, and will not be eligible for re-election.

- b) Any Officer or Member of the Committee will forfeit his or her office and membership if suspended or cancelled under rule 14g).
- c) Any Officer or Member of the Committee may, subject to rule 14, be removed at any time by a resolution of the majority of the members present at any General Meeting called for the purpose, which may proceed to fill the vacancy.

33. Committee Member or Officer becoming Surety:- Should any Member of the Committee, with the consent of the Committee, become surety for any debt or liability incurred on behalf of the Association, he or she shall not be removed from office without his or her consent until such liability has ceased.

34. Security by Officers:- Every Officer and employee having charge of any moneys of the Association shall, before entering such duties, give such security as the Committee shall deem sufficient.

35. Power of the Committee of Management:- The Committee of Management shall have powers to superintend and conduct the business of the Association according to the rules thereof and, except as is otherwise provided in these rules, exercise on behalf of the Association for the purposes of accomplishing its objects the powers conferred on the Association by these rules or otherwise.

#### MEETINGS OF THE COMMITTEE OF MANAGEMENT

36. Quorum at Committee Meetings:- Unless otherwise determined by a General Meeting shall consist of ten members.

37. Regular Committee Meetings:- Regular meetings of the Committee shall be held at intervals not more than 3 months.

38. Special Meetings of the Committee:- a Special Meeting of the Committee shall be held on requisition in writing of at least five members of the Committee.

39. Conduct of Committee Meetings:- At all meetings every question shall be decided by a majority of votes and if the votes are equal the presiding officer shall have a casting vote in addition to his vote as a member. The Chairman, or if he is not present, the Vice Chairman, or in their absence, a Chairman elected by a majority vote of the Committee shall preside.

40. Allotments Separate Account:- A separate account shall be kept by the Association of all income and expenditure of the Association under rule 4. The income shall be applicable as may be determined by the Committee of Management for the following purposes and for no other

purpose whether during the existence of the Association or on dissolution:-

- a) For the payment of expenses of managing land and buildings acquired or erected under rule 4b) including payment of rent, rates, taxes and other like outgoings.
- b) For the payment of expenses and repairs or improvements from time to time made by the Association on such land and buildings.
- c) For recouping capital expenditure by the Association on improvement or adaptation of the land and buildings within such a period as is reasonable having regard to the probable duration of the improvement of work or adaptation.
- d) For prizes for the encouragement of the proper cultivation of the land.
- e) For the benefit of the tenants generally, in such a manner as the Committee may determine.
- f) Nothing in this rule shall prejudice or affect any right or remedy of any creditor of the Association.

#### AUDITOR

41. Appointment and Removal of Auditor:-

- a) An Audit, where necessary in law, or where the membership require, will be carried out by a registered auditor or two or more lay auditors where conditions for appointing lay auditors prevail.
- b) Save as provided in paragraph c) of this rule every appointment of an auditor shall be made by resolution of a General Meeting of the Association.
- c) The first appointment of an auditor or auditors shall be made within three months of the registration of the Association and shall be made by the Committee if no General Meeting of the Association is held within that time. The Committee may appoint an auditor to fill any casual vacancy occurring between General Meetings of the Association. Any auditor appointed by the Committee who is not a qualified auditor shall hold the appointment until the conclusion of the first or next Annual General Meeting as the case may be.

42. A qualified auditor appointed to audit the accounts and balance sheet of the Association for the preceding year of account (whether by a General Meeting or by the Committee) shall be reappointed as auditor of the Association for the current year of account (whether or not any resolution expressly reappointing him or her has been passed) unless:-

- a) A resolution in accordance with paragraph 41 has been passed at a General Meeting of the Association appointing somebody instead of him or her or providing expressly that he or she shall not be reappointed.

- b) He or she has given the Association notice in writing of his unwillingness to be reappointed.
- c) He or she is ineligible for appointment of the Association for the current year of account.
- d) He or she has ceased to act as auditor of the Association by reason of incapacity.

Provided that a retiring auditor shall not be automatically reappointed by virtue of this rule if notice of an intended resolution to appoint another person in his or her place has been given in accordance with paragraph 41 of this rule and the resolution cannot be proceeded with because of the death or incapacity or ineligibility of that person.

43. A resolution at a General Meeting of the Association

- i) appointing another person as auditor in place of a retiring qualified auditor or
- ii) providing expressly that the retiring auditor shall not be reappointed,

shall not be effective unless notice of the intention to move it has been given to the Association not less than twenty-eight days before the meeting at which it is moved. When notice of the intention to move any such resolution has been given to the Association, the Association shall give notice of the resolution to the members and to the retiring auditor in accordance with section 6 of the Industrial and Provident Societies Act 1968 and shall give notice to the members in accordance with that section of any representations made or intended to be made by the retiring auditor.

44. None of the following persons shall be appointed as auditor of the Association:-

- a) An officer or servant of the Association.
- b) A person who is a partner of or in the employment of or who employs an officer or servant of the Association.

45. Audit:- The Auditors of the Association shall make a report to the Association on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Association for the year of account in respect of which they are appointed in accordance with section 9 of the Industrial and Provident Societies Act 1968.

#### ANNUAL RETURNS AND BALANCE SHEET

46. Submission of Returns:- Every year, within the time allowed by legislation, the Secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with:

- a) A copy of the Auditor's report on the Association's accounts for the period included in the return.
- b) A copy of each balance sheet made during that period and of any report of the auditor on that balance sheet.

47. Copies of Annual Returns:- The Secretary shall be supplied with copies of the last annual return together with the report of the Auditor on the accounts and balance sheet contained in the return, and shall supply such a copy gratuitously to every member or person having an interest in the funds of the Association, on demand.

48. Balance Sheet:-

- a) The Association shall not publish any balance sheet which has not previously been audited by the Association's Auditor and any copy of a balance sheet published by the Association shall incorporate the report made thereon by the Auditor.
- b) A copy of each balance sheet made during the period in the annual return shall be sent by the Secretary to the Registrar together with the said annual return and each copy shall incorporate the report made thereon by the Association's Auditor.
- c) The Committee shall lay before the annual meeting the accounts and annual return as audited together with the report thereon by the Association's Auditor.
- d) The Association shall keep a copy of the last balance sheet for the time being together with the report made thereon by the Association's Auditor always hung up in a conspicuous place at its registered office.

#### INSPECTION OF BOOKS

49. Inspection of Books:- Any member or person having an interest in the funds of the Association shall be allowed to inspect his or her own account, and the books containing the names of the members, including all the particulars in the duplicate register of members, at all reasonable hours at the registered office of the Association, or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the General Meetings of the Association.

#### NOMINATIONS AND PROCEEDINGS ON DEATH OR BANKRUPTCY.

50. Upon a claim being made by the personal representatives of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Association belonging to the deceased or bankrupt member, the Committee shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

A member may in accordance with the Industrial and Provident Societies Act 1965 nominate any person or persons to whom (subject to the provisions of the Act as to the amount and to whom a valid nomination may be made) any of his property in the Association at the time of his or her death shall be transferred. On receiving satisfactory proof of death of a member who has made a nomination the committee shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

### THE SEAL

51. Use of the Seal:- The Seal of the Association shall be a steel engraved one, and shall not be affixed to any document without the express authorization of the Committee, and the date of such authorization shall be mentioned on the instrument to which the seal is attached and shall be attested by the signatures of two members of the Committee and the Secretary.

52. Custody of the Seal:- The Seal shall be kept in the custody of the Secretary or such other officer as the Committee shall direct.

53. Rule rescinded.

### STATUTORY APPLICATIONS TO THE REGISTRAR

54. Inspection of Books:- Any ten members of the Association each of whom has been a member for not less than twelve months immediately preceding the date of the application, may apply to the Registrar in the form prescribed by the Treasury Regulation to appoint an actuary or an accountant to inspect the books of the Association and to report thereon, pursuant to Section 47 of the Industrial and Provident Societies Act 1965.

55. Inspection of Affairs:- It shall be the right of one tenth of the whole number of members, or if the number of members shall at any time exceed 1000 it shall be the right of one hundred members, by an application in writing to the Chief Registrar, signed by them in the forms respectively provided by the Treasury Regulations:-

- a) To apply for the appointment of an inspector or inspectors to examine the affairs of the Association and report thereon.
- b) To apply for the calling of a Special Meeting of the Association.

### ARBITRATION

56. ARBITRATION:- In case any dispute arises between the Association or any of its officers and any member or persons claiming on account of a member or under the Rules, or in case of complaint against any member, application may be made to the Committee for redress, and should the

Committee not bring the parties to an agreement, the matter in dispute may be submitted to arbitration. An arbitrator shall be appointed through the Chartered Institute of Arbitrators. The award of the arbitrator shall be final, the cost of such arbitration shall be borne by the disputing parties in such proportion as the arbitrator may determine. In this rule the word 'member' includes any person aggrieved who has for not more than six months ceased to be a member.

#### COPIES OF RULES

57. Copies of Rules:- A copy of the rules shall be displayed at Gardeners Hall and at each Trading Shed. At the time of registration under the 1965 Act members will be issued with a copy free of charge. Thereafter a copy of the rules will be available to members on payment of a sum not exceeding 10 pence or such higher amount as may be determined from time to time by the Committee.

#### AMENDMENT OF RULES

58. Mode of Amending Rules:- The Rules may be amended by resolution of a three-fourths majority at a Special General Meeting. No amendment of rules is valid until registered.

#### BYE-LAWS

59. Bye-Laws:- The committee may from time to time make bye-laws relating to tenancy of allotment gardens, and for the proper management of the Association providing that no such bye-law shall be inconsistent with these rules.

WINDSOR ALLOTMENTS AND HOME GARDENS ASSOCIATION

Addendum to the rules

DEFINITION

Any reference to the Chief Registrar, Registrar, Central Office, Assistant Registrar or Registrar of Friendly Societies includes reference to the statutory successor carrying on the relevant function of any of them.