

Ashbourne Road District

Allotment Association Ltd.

Mackworth Road.

Constitution and Rules

As at July 25th 2021

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NAME, OBJECTS AND POWERS

1. Name.

The name of the Society shall be; Ashbourne Road District Allotment Association Limited.

2. Registered Office.

The Registered Office of the Society is;
Ashbourne Road District Allotment Association Limited.
Mackworth Road
Derby
DE22 3BL

3. Objects.

The objects of the Society shall be to carry on creating and promoting the creation of allotments and encouraging their proper cultivation and, where appropriate to promote this, associated industries, trades or businesses.

4. Powers.

The Society shall have full power to do all things necessary or expedient for the accomplishment of its object, including the power to deal in any way with land or buildings, to acquire or erect buildings, to execute any other improvement and to let such land and buildings to members of the Society 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 any land so acquired for smallholdings or allotments.

The Society shall not in their corporate capacity take part in any Parliamentary, County Council or Local Government Elections.

5. Use of Name.

The Registered name of the Society shall be affixed on the outside of office or place in which the business of the Society 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 Society, notices, advertisements, and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Society, and in all bills, invoices, receipts and letters of credit of the Society.

MEMBERSHIP

6. Members.

The Society shall consist of such persons as the Committee may admit or has admitted to membership.

There are three grades of membership:

1. Member:

Only Members shall hold one share which entitles that member to one vote. The share shall be forfeited on cessation of membership from whatever cause.

Only Members are eligible to become Tenants.

A Member, who is not a Tenant, will be associated with a plot.

2. Associate:

An Associate will only have access to the shop during published opening times.

3. Corporate Member:

A named representative of an organisation shall hold one share which entitles that Corporate Member to one vote. The share shall be forfeited on cessation of membership from whatever cause.

7. Subscriptions.

Members will be required to pay a non-returnable annual subscription, as may be recommended by the Committee at a General Meeting of Members.

Associates will be required to pay a non-returnable annual subscription, as may be recommended by the Committee at a General Meeting of Members.

8. Cessation of Membership.

A member shall cease to be a member in the following eventualities:

- (a) The member's death;
- (b) The member's resignation;
- (c) The expulsion of a member under Rule 10;
- (d) The Committee's decision in the event of the Tenancy Agreement, Constitution and Rules or Bye-Laws of the Association being broken.

9. Expulsion of Members.

A General Meeting may, by a vote of two-thirds of the members present entitled to vote, expel any member for conduct detrimental to the Society, provided that a notice specifying the conduct for which it is intended to expel him/her is sent to him/her at the address entered in the register of members at least one calendar month prior to the date of the meeting.

REGISTER OF MEMBERS

10. Register of Members.

The Society 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) the date at which each person was entered in the register as a member and the date at which any person ceased to be a member.
- (c) the names and address of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.
- (d) 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
- (e) The Society shall also keep at its registered office a duplicate register of members in which the Secretary shall enter names of the members and their associated plot number which shall be available for inspection as provided for in rule 40.

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

SHARES

11. Shares.

Shares shall neither be transferable nor withdrawable. They shall be of the value of 10p which shall be payable on application for the share. A Share may be issued as a certificate or a token.

12. 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

13. Loans.

The Committee may obtain loans on such security and such terms of repayment as they may think fit.

INVESTMENTS

14. Investments.

The Committee may invest any funds of the Society in or upon any of the securities referred to in Section 27 of the Co-operative and Community Benefit Societies Act 2014, but not otherwise.

GENERAL MEETINGS

15. General Meetings.

General Meetings shall be held at such times as a) the Committee shall determine b) a General meeting shall determine c) whenever a written requisition for such a meeting signed by five Members is delivered to the Secretary; should the Secretary fail to convene a General Meeting within four weeks after delivery of such requisition, the Members signing the requisition may convene such meeting by giving such notice as mentioned in Notice of General Meetings

16. Notice of General Meetings.

At least seven 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 address entered in the Register of Members, to the Member's plot, or by email and no other business than that stated in the notice shall be transacted at such meeting.

17. 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 then presiding officer shall have a casting vote in addition to his vote as a member.

18. Presiding Officer at General Meetings.

At all General Meetings the Chairman, or if he be not present, a chairman elected by the meeting, shall preside.

19. Quorum at General Meetings.

A quorum at General Meetings shall consist of fifteen members.

20. Discussions at Meetings.

No political or sectarian issue shall be raised, or resolutions of that character proposed, either at any Committee or General Meeting of the Society.

OFFICERS AND COMMITTEE OF MANAGEMENT

21. Officers.

The Society shall have the following officers: a Chairman, a Secretary and a Treasurer. Prospective Officers must have served at least one term on the Committee of Management.

In so far as not otherwise determined by this document, the Committee defines the duties of the Officers.

It is the Officers' responsibility to maintain compliance with any legislation appropriate to the Association.

22. Committee of Management.

The Committee of Management or Committee shall consist of the Chairman, Secretary, Treasurer and the Committee members.

23. Election of Officers.

The Officers (Chairman, Secretary and Treasurer) shall be elected by the Annual General Meeting and shall hold office until their resignation immediately prior to the election process for their role beginning at the next Annual General Meeting.

Starting with the election of Officers at the next Annual General Meeting in 2022 and annually thereafter, Officers cannot be elected more than 3 times in succession in the same role.

24. Election of Committee Members.

Committee members shall be elected by a vote of the majority of Members present at an Annual General Meeting. Starting with the election of Committee members at the next Annual General Meeting in 2022 and annually thereafter, Members of the Committee of Management cannot be elected more than 5 times in succession.

If any Officer or Committee Member shall die, resign, be removed, or become unfit to act, the Committee may fill the vacancy until the next Annual General Meeting, unless the vacancy has already been filled at a General Meeting.

25. Removal from Office.

Any Officer or member of the Committee may be removed at any time by a resolution of the majority of the Members present at any General Meeting called for that purpose, which may proceed to fill the vacancy.

26. Powers of the Committee of Management.

The Committee of Management shall have full power to superintend and conduct the business of the Society according to the Rules.

Any account held on behalf of the society shall have at least two, unrelated, signatories to pay for any commitments and or, withdrawals of funds from any of the Society's bank or building society's accounts. The Committee of Management may, by resolution, open such other accounts as it deems fit to effectively conduct the business of the Society.

MEETINGS OF COMMITTEE OF MANAGEMENT

27. Quorum at Committee Meetings.

A quorum at Committee Meetings shall consist of three members.

28. Regular Committee Meetings.

Regular meetings of the Committee shall be held at intervals decided by the Committee.

29. Special Meetings of the Committee.

A Special Meeting of the Committee shall be held on the requisition in writing of a least three Committee Members.

30. Conduct of Committee Meetings.

At all meetings of the Committee 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 be not present, a Chairman elected at the Committee meeting, shall preside.

ALLOTMENTS SEPARATE ACCOUNT

31. Allotments Separate Account.

A separate account shall be kept by the Society of all income and expenditure of the Society.

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 Society or on dissolution:

(a) For payment of the expenses of managing land, buildings and equipment including, replacement, improvements or maintenance of such buildings, equipment or land and including payment of rent, rates, taxes and other like outgoings.

(b) For prizes for the encouragement of the proper cultivation of the land; and

(c) For the benefit of the tenants generally, in such manner as the Committee may determine.

Nothing in this rule shall be deemed to prohibit an arrangement between the Society and a tenant for the repayment or rebatement of part of the rent payable by him to the Society.

Nothing in this rule shall prejudice or affect any right or remedy of any creditor of the Society.

AUDITOR

32. Appointment and Removal of Auditor.

(1) An audit will be carried out each year in accordance with the Co-operative and Community Benefit Societies Act 2014 and the FCA.

(2) Auditors chosen by the Committee must not be Officers of Committee members or a person who is a partner or or in the employment of or who employs an Officer or Committee Member.

33. Audit.

The Auditors of the Society shall make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which they are appointed.

ANNUAL RETURNS AND BALANCE SHEET

34. Submission of Returns.

Every year within the time allowed by legislation, the Secretary shall send to the Registrar of the relevant Department, determined by Law, the annual return relating to its affairs for the period.

35. 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 Society, on demand.

36. Balance Sheet.

(a) The Society shall not publish any balance sheet which has not previously been audited by the Society's Auditor and any copy of a balance sheet published by the Society shall incorporate the report made thereon by the Auditor.

(b) The Committee shall lay before the Annual General Meeting the accounts and annual return as audited together with the report made therein by the Society's Auditor.

INSPECTION OF BOOKS

37. Inspection of Books.

Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the members and their associated plot number at all reasonable hours at the registered office of the Society, 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 Society.

NOMINATIONS AND PROCEEDINGS ON DEATH OR BANKRUPTCY

38. Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt member to any property in the Society 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 as bankruptcy may direct them.

A Member may in accordance with the Co-operative and Community Benefit Societies Act 2014 nominate any person or persons, to whom (subject to the provisions of the Act as to amount and the persons to whom a valid nomination may be made) any of his property in the Society at the time of his 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.

STATUTORY APPLICATIONS TO THE REGISTRAR

39. Inspection of Books.

Any ten Members of the Society each of whom has been a Member of the Society for not less than twelve months immediately preceding the date of the application, may appoint an actuary or accountant to inspect the books of the Society and to report thereon.

40. Inspection of Affairs.

It shall be the right of one tenth of the whole number of Members,

(a) To apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon, or

(b) To apply for the calling of a General Meeting of the Society.

DISSOLUTION OF THE SOCIETY

41. Dissolution.

The Society may at any time be dissolved by the consent of three-fourths of the Members, testified by their signatures to an instrument of dissolution in the form prescribed by the Treasury Regulations, or by winding-up in the manner provided for by the Co-operative and Community Benefit Societies Act 2014.

COPIES OF THE CONSTITUTION AND RULES

42. Copies of the Constitution and Rules.

A copy of the Constitution and Rules of the Society shall be delivered by the Secretary to every person on demand on payment of a sum not exceeding 10p and the Committee of Management shall provide the Secretary with sufficient copies of the said Constitution and Rules for this purpose.

AMENDMENT OF THE CONSTITUTION AND RULES

43. Mode of Amending the Constitution and Rules.

The Constitution and Rules may be amended by a resolution of two-thirds majority of the Members present at a General Meeting.

BYE-LAWS

44. Bye-Laws.

The Committee may from time to time make bye-laws relating to the tenancy of allotment gardens, provided that no such bye-laws shall be inconsistent with these rules.

Change Log			
Date	Reason	Amendments	Approved
25/07/21	AGM approval	<p>23 Appended para "Starting with..." (Motion C)</p> <p>24 Replaced "Committee members shall be elected from amongst the Members of the Society by a vote of the majority of Members present at an Annual General Meeting and the Society in General Meeting may from time to time determine the period for which Committee shall remain in office, the order in which they shall retire and whether on retirement they shall be eligible for re-election." (Motion D)</p> <p>21 Replaced "The Society shall have the following officers: a Chairman, a Secretary and a Treasurer and such Committee members as may be determined by a resolution of a General Meeting and any other officers, or Committee Members, who may appear to the Committee of Management to be necessary for the conduct of the Society's business." (Motion E)</p>	25/07/21
10/03/19	AGM approval	<p>6 Addition of Corporate Member</p> <p>11 Removed sentence 3</p> <p>20 Quorum increased to fifteen</p> <p>10 & 38 Duplicate register restricted to name and plot number</p> <p>44 Two-thirds majority required</p> <p>15/16 Combined and 16 onwards renumbered</p> <p>Minor typographical changes</p>	10/03/19
14/11/17	Document Review	<p>Minor typographical changes</p> <p>Apply consistency of terms used throughout ARDAA policy documents</p> <p>Replacing the Industrial and Provident Societies Act 1965 with the Co-operative and Community Benefit Societies Act 2014</p> <p>2 Registered address is no longer that of the Secretary's</p> <p>3 Removed and replaced with an additional statement in 23</p> <p>7 Definition of Member and Associate</p> <p>14 Removed stipulations as they are no longer relevant</p> <p>23 Added definition of Officer duties and responsibilities</p> <p>25/26/27 Combined in Election of Officers</p> <p>36 Simplified</p> <p>45 Arbitration - removed</p>	14/11/17