

CONSTITUTION of The Hardy Plant Society – Middlesex Group

1. STATUS and RELATIONSHIP

A group of members of the Hardy Plant Society (registered Charity No: 208080, hereinafter the HPS) and registered with the HPS. The Group is a body independent of the HPS, save for registration with the Society. As such, it has no power or authority to bind the HPS or to enter into any contract on behalf of the Society except as may be expressly authorised by the HPS Trustees from time to time. For the avoidance of doubt, it should be noted that the Group is not a registered charity.

2. NAME

The name of the Group shall be: The Hardy Plant Society - Middlesex Group. This title shall be dependent upon continuing registration with the HPS. If registration is withdrawn, the Group shall delete the name 'Hardy Plant Society' (HPS) from its title immediately.

3. REGISTRATION to THE HARDY PLANT SOCIETY

The Group shall, at all times, comply with the registration requirements as notified from time to time by the HPS.

4. OBJECTS

To further the objects of the HPS on a local basis.

5. MEMBERS

Only fully paid-up members of the HPS may become members of the Group.

Each member shall be entitled to one vote at any General Meeting.

Each member shall receive a copy of the Group Constitution.

6. SUBSCRIPTIONS

a) All members shall pay an annual sum as determined and agreed by the Committee; which may also be cancelled in any one year in exceptional circumstances as agreed by the Committee.

b) Annual subscriptions shall become due in December of each year.

7. FINANCE

- a) Funds belonging to the Group shall be deposited in an authorised banking account held in the name of the Group.
- b) Cheques, or any other forms of payments, drawn on the account shall be signed or authorised in accordance with a resolution approved by the Group Committee.
- c) The financial year of the Group shall end on 31 December.
- d) Annual accounts shall be prepared by the Treasurer and examined by an independent person, agreed by Committee, before being submitted for approval of members at the Annual General Meeting.

8. OFFICERS and MANAGEMENT COMMITTEE

- a) The following honorary Officers of the Group shall be elected at the Annual General Meeting: Chair, Secretary and Treasurer.

In addition, there will be a minimum of **2** but a maximum of **8** other elected Committee members. Other elected Committee members may be general members or include specific roles, for example: Vice Chair, Membership Co-Ordinator, Events Co-Ordinator, Speaker Co-Ordinator, Outings Co-Ordinator and Communications Co-Ordinator etc.

- b) The persons so elected shall form the Management Committee of the Group.
- c) All Officers and other members of the Committee shall seek re-election annually:
 - i) The Chair shall be eligible for re-election each year, subject to serving a maximum of five consecutive years, unless in exceptional circumstances it is agreed by the full Committee to extend this term and approved by election at a General Meeting by the members.
 - ii) The other Officers of the Group are eligible for re-election annually.
 - iii) Other members of the Committee shall be eligible for re-election each year.
- d) No individual may hold at the same time the Officer posts of Chair, Secretary or Treasurer
- e) Nominations for Officers and members of the Committee must be received by the Secretary in writing, together with confirmation of the Nominees' consent, not less than **5** days before the appointed date for the Annual General Meeting.
- f) A quorum for Committee meetings shall be **3** elected members of whom one must be an elected Officer eg Chair, Secretary or Treasurer.
- g) The Committee has the power to co-opt new members to serve until the following AGM when they may stand for election.

9. GENERAL MEETINGS (Annual or Extraordinary)

- a) At least 21 days' notice of any General Meeting shall be given to all members specifying the business of the meeting.
- b) At General Meetings, decisions shall be by simple majority with the Chair having a casting vote.
- c) A quorum at General Meetings shall be 10% of the current paid-up membership.
- d) An Annual General Meeting of all paid-up members of the Group shall be held once in each calendar year, within three months of the end of the financial year to transact the following business:
- i) To receive and adopt the Minutes of the last AGM.
 - ii) To receive the annual reports from Officers of the Group.
 - iii) To receive and adopt the Annual Accounts of the preceding financial year.
 - iiiii) To transact any other business of which at least 21 days' notice has been given.
 - v) To deal with any special matter which the Committee may wish to bring before the members and to receive suggestions from the members for consideration by the Committee.
 - vi) To elect the Officers and other Committee members.
- e) An Extraordinary General Meeting of the Group may be called at any time and shall be called within 40 days of receipt by the Secretary of a requisition, in writing, signed by not less than 10 members stating the purpose for which the meeting is requested and setting out the resolutions which are to be proposed thereat. No other business shall be transacted at the meeting.

10. ALTERATIONS to the GROUP CONSTITUTION

- a) The Constitution may be altered only at a General Meeting of the Group of which due notice has been given and which specifies the proposed alterations and of which a copy has been supplied to the HPS Group Co-ordinator for approval by the Trustees.
- b) A motion to amend the Constitution shall require a majority of two-thirds of the votes cast.

11. DISSOLUTION

- a) A motion to dissolve the Group shall require a General Meeting of which not less than 21 days' notice shall have been given to all members. Such motion shall incorporate specific proposals for the distribution of the surplus assets of the Group after settlement of all liabilities. Such distribution shall be to an appropriate group as approved by Group members.
- b) A motion to dissolve the Group shall require a majority of two-thirds of the votes cast.