

# **HOTWELLS & DISTRICT ALLOTMENT ASSOCIATION**

## **RULES**

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## OF

### Hotwells and District Allotments Association Ltd

#### NAME, OBJECTS AND POWERS

1. **Name** – The name of the Society shall be Hotwells and District Allotments Association Ltd.
2. **Registered office** – The Registered Office of the Society shall be at 2 Kennel Lodge Road, Bower Ashton, Bristol, BS3 2JT.
3. **Removal of Office** – In the event of any change to 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 Society shall be to carry out the industries, trades or business of (a) Creating and promoting the creation of small holdings and allotments and encouraging their proper cultivation, and  
  
(b) Wholesale and retail dealers in horticultural and agricultural requirements, dairy, farm and garden produce, eggs and poultry, and such other industries, trades or business which are calculated to conduce to the more profitable working of small holdings and allotments.
5. **Powers** – The Society shall have full powers to do all things necessary or expedient for the accomplishment of its objectives, 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 provision 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 small holding or allotments, to acquire or erect dwelling houses or other buildings, to execute any other improvement, and let such land houses and buildings to members of the Society.

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

#### USE OF NAME

6. **Use of Name** – The Registered name of the Society shall be kept painted or affixed on the outside of every 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 the 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

7. **Members** – The Society shall consist of such persons as the Committee may admits to membership. Full membership shall be granted only to tenants of the Society who pay such

annual subscription as shall be determined by the Committee. Those persons with an interest in the Society having no tenancy may be admitted as Associates and shall have no vote and shall not hold shares.

8. Every member shall hold one share only which shall be forfeited on cessation of membership from whatever cause.
9. **Subscriptions** – Members may be required to pay an annual subscription as determined by the Committee.
10. **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 11;
  - (d) Where a member has been required to pay an annual subscription, the non-payment thereof for a period of 12 months after it has become due;
  - (e) The member ceases to be a tenant;
  - (f) If in the unanimous opinion of the Committee a member's conduct is deemed to be prejudicial to the Society.
11. **Expulsion of Members** – A Special General Meeting may, by a vote of two-thirds of the members present and 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 is sent to him at his address entered in the register of members at least one calendar month prior to the date of the meeting.

### **REGISTER OF MEMBERS**

12. **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) A statement of property in the Society, whether in loans, or otherwise, held by each member;
  - (c) 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;
  - (d) The names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office;
  - (e) The member's Plot and Field number.

Every member at the time of his becoming a member shall notify the Secretary in writing of his address and subsequently of any change thereto.
13. **Duplicate Register of Members** – The Society shall also keep at its registered office a duplicate register of members in which the Secretary shall enter all the particulars in the

original register of members other than those mentioned in paragraph (b) of Rule 12 and which shall be available for inspection as provided by Rule 47.

### SHARES

14. **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.
15. **Cancellation of Shares** – Upon cancellation of any shares in accordance with the Rules the Secretary shall make an appropriate entry relating thereto in the register of members.
16. **Loans** – Deposits shall not be taken from members or non-members. The Committee may obtain loans on such security and such terms as they think fit, provided that the amount shall not exceed twice the then issued share capital of the Society, and that the rate of interest shall not exceed 5%, or (if the current Bank Base Rate is more than 4%) 1% above the current Bank Base Rate, except loans from the Society's banker or on a mortgage. Subject to the same condition as the rate of interest, a General Meeting may authorised 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

17. **Investments** – The Committee may invest any funds of the Society 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

18. **Ordinary General Meetings** – The Annual General Meetings and other Ordinary General Meetings shall be held at such times as the Committee or a General Meeting shall determine.
19. **Special General Meetings** – A Special General Meeting shall be held whenever the Committee think expedient or whenever a written requisition for such a meeting signed by 5 members is delivered to the Secretary. Should the Secretary fail to convene a Special General Meeting within four weeks after delivery to him of such requisition, the members signing the requisition may convene such a meeting by giving such notices as is mentioned in Rule 20.
20. **Notice of a General Meeting** – 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 and no other business than that stated in the notice shall be transacted at such meeting.
21. **Voting at General Meetings** – Every member present at a General Meeting shall have one vote and where the votes cast in any matter are equal then the presiding officer shall have a casting vote in addition to his vote as a member.
22. **Presiding Officer at General Meetings** – At all General Meetings the President, or if he be not present, a chairman elected by the meeting, shall preside.
23. **Quorum at General Meetings** – Unless otherwise determined at a previous General Meeting, a quorum at a General Meeting shall consist of five members.
24. **Discussions at Meetings** – No political or sectarian issue shall be aired, or resolutions of that character proposed, either at any Committee or General Meeting of the Society.

## **OFFICERS AND COMMITTEE OF MANAGEMENT**

25. **Who are Officers** – The Society shall have the following officers – a President, a Chairman, a Secretary, ten Committeemen or such other member 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 Society’s business.
26. **Committee of Management** – The Committee of Management shall consist of the President, the Chairman and the Committeemen. Until the first Annual General Meeting the signatories to the application for registry of the Society shall constitute the Committee of Management.
27. **Election of President** – The President shall be elected by the Annual General Meeting and shall hold office for one year, but shall be eligible for re-election.
28. **Election of Committeemen** – Committeemen shall be elected from amongst the members of the Society by a vote of the majority of members present and entitled to vote at an Annual General Meeting, and the Society in General Meeting may from time to time determine the period for which Committeemen shall remain in office, the order in which they shall retire, and whether on retirement they shall be eligible for re-election. If an officer 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 Special General Meeting.
29. **Chairman** – the Chairman shall be elected and may be removed by the Committee, which shall determine his remuneration and, in so far as not otherwise determined by these Rules, his duties.
30. **Secretary** – The Secretary shall be elected and may be removed by the Committee, which shall determine his remuneration and, in so far as not otherwise determined by these Rules, his duties.
31. **Other Officers** – The Committee shall appoint and may remove such other officers and employees as they may deem necessary, and determine their respective duties and remuneration.
32. **Qualification for Office** – The Society in General Meeting may determine the qualifications necessary for the holding of the office of President, Chairman or Committeemen and no dealer in, or agent for the sale of agricultural requirements, nor any person dealing as trader in, or agent for, agricultural produce, shall be eligible to hold any office whatsoever in the Society.
33. **Removal from Office** – Any officer or member of the Committee may, subject to Rule 34, 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.
34. **Committeemen 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 Society, he shall not be removed from office without his consent until such liability has ceased.
35. **Security by Officers** – Every officer and employee having charge of any of the monies of the Society shall, before entering on his duties, give such security as the Committee may deem sufficient.

36. **Powers of Committee of Management** – The Committee of Management shall have full power to superintend and conduct the business of the Society according the Rules thereof and, except as is otherwise provided in these Rules, exercise on behalf of the Society for the purpose of accomplishing its objects the power conferred upon the Society by these Rules, otherwise.

#### MEETINGS OF COMMITTEE OF MANAGEMENT

37. **Quorum at Committee Meetings** – Unless otherwise determined by a General Meeting, a Quorum at Committee Meetings shall consist of three members.
38. **Regular Committee Meetings** – Regular Committee Meetings shall be held at intervals not longer than those prescribed by resolution of a General Meeting.
39. **Special Meetings of the Committee** – A Special Meeting of the Committee shall be held on the requisition in writing of at least three Committeemen.
40. **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.

#### SMALL HOLDINGS AND ALLOTMENTS SEPARATE ACCOUNT

41. **Small Holdings and Allotments Separate Account** – A separate account shall be kept by the Society of all income and expenditure of the Society under Rule 4, Clause (a). 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, houses and buildings acquired or erected under the said Rule, including the payment of rent, rates, taxes and other like outgoings.
  - (b) For payment of expenses of repairs or improvements from time to time made by the Society on such land, houses and buildings.
  - (c) For payment to the general account of the Society of interest at the rate of 5 per cent per annum on all capital expenditure by the Society on the acquisition or adoption of such land, houses and buildings.
  - (d) For recouping capital expenditure by the Society on improvement or adaption of the land, houses and buildings within such period as is reasonable having regard to the probable duration of the improvement of work of adaptation.
  - (e) For forming a Special Reserve Fund not exceeding one year's annual value of the land, houses and buildings, and so that such reserve fund shall be available for any purpose authorised by this Rule but for no other purpose.
  - (f) For prizes for the encouragement of the proper cultivation of the land; and
  - (g) 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 the tenant for the repayment or rebatement of part of the rent payable by him to the Society.

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

## AUDITOR

42. **Appointment and Removal of Auditor** – (1) An Audit, where necessary in law, or where the membership require, will be carried by a registered auditor or two or more lay auditors where the conditions for appointing lay auditors prevail. Provided the annual turnover is £90,000 or less the Society voting annually in General Meeting may gain exemption from a full audit if less than twenty percent of the total votes cast are cast against the resolution and less than ten percent of the members of the Society for the time being entitled under the Society's Rules to vote cast their votes against the resolution. If the resolution fails the meeting shall appoint an auditor. If the accounts are not audited the financial statement and report shall be signed by the Secretary and Committee members.

(2) Save as provided in paragraph (3) of this Rule every appointment of an auditor shall be made by resolution of a General Meeting of the Society.

(3) Where appropriate the first appointment on an auditor or auditors shall be made within three months of the registration of the Society and shall be made by the Committee if no General meeting of the Society is held within that time. The Committee may appoint an auditor to fill any casual vacancy occurring between General meetings of the Society. 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.

(4) A qualified auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a General Meeting or by the Committee) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him as been passed) unless,

(a) A resolution in accordance with paragraph (6) of this Rule has been passed at a General meeting of the Society appointing somebody instead of him or providing expressly that he shall not be re-appointed or

(b) He has given to the Society notice in writing of his unwillingness to be re-appointed or

(c) He is ineligible for re-appointment as auditor of the Society for the current year of account or

(d) He has ceased to act as auditor of the Society by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this Rule if notice of an intended resolution to appoint another person in this place has been given in accordance with paragraph (6) of this Rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of the other person.

(5) A resolution at a General Meeting of the Society (i) appointing another person as auditor in place of a retiring auditor or (ii) providing expressly that a retiring auditor shall not be re-appointed shall not be effective unless notice of the intention to move it has been given to the Society 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 Society, the Society shall give notice of the resolution to the members and to the retiring auditor in accordance with section 6 of the Friendly and Industrial and Provident Societies Act 1968, and shall give

notice to the members in accordance with that section of an representations made or intended to be mad by the retiring auditor.

(6) None of the following persons shall be appointed as auditor of the Society.

(a) An officer or servant of the Society.

(b) A person who is a partner of or in the employment of or who employs an officer or servant of the Society.

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

### **ANNUAL RETURNS AND BALANCE SHEET**

**44. Submission of Returns** – Every year within the time allowed by legislation the Secretary shall send 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 report of the Auditor on the Society’s Accounts for the period included in the return and,

(b) A copy of each balance sheet made during the period and of any report of the auditor on the balance sheet.

**45. Copies of Annual Return** – The Secretary shall be supplied with copies of the last annual return together with a 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 intrest in the fund of the society, on demand.

**46. 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 the balance sheet published by the society shall incorporate the report mad thereon by the Auditor.

(b) A copy of each balance sheet made during the period included in an 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 Society’s Auditor.

(c) The Committee shall lay before the Annual General Meeting the accounts and annual returns as audited together with the report made thereon by the Society’s Auditor.

(d) The Society shall keep a copy of the last balance sheet for the time being together with the report made thereon by the Society’s auditor always hung up in a conspicuous place at the Registered Office.

### **INSPECTION OF BOOKS**

**47. 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, including all the particulars in the duplicate register of members, 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 the time and manner of such inspection as may be made from time to time by the General Meetings of the Society.

#### **PROFITS**

48. **Profits** – All profits arising from the general business of the Society and all contributions received shall be used for the accomplishment of the objects of the Society.

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

49. Upon a claim being made by a 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 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 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.

#### **THE SEAL**

50. **Use of the Seal** – The Seal of the Society shall be a steel engraved one, and shall not be affixed to a document without the express authorisation of the Committee, and the date of such authorisation shall be mentioned in the instrument to which the seal is attached and shall be attested by the signature of two members of the Committee and the Secretary.
51. **Custody of the Seal** – The Seal shall be kept in the custody of the Secretary, or such other officer as the Committee may direct.

#### **MEMBERSHIP WITH THE NATIONAL SOCIETY OF ALLOTMENT AND LEISURE**

##### **GARDENERS LTD**

52. The adoption of these Rules shall constitute an agreement to apply for one fully paid 10p Share in the National Society of Allotment and Leisure Gardeners Ltd and an agreement to pay such annual contributions as may be prescribed by rules of said Society.

#### **STATUTORY APPLICATIONS TO THE REGISTRAR**

53. **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 apply to the Registrar in the form prescribed by the Treasurer regulations to appoint an actuary or accountant to inspect the books of the Society and to report thereon, pursuant of Section 47 if the Industrial and Provident Societies Act 1965.

- 54. 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 1,000 it shall be the right of 100 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 into the affairs of the Society and to report thereon or,
  - b. To apply for the calling of a Special Meeting of the Society.

#### **ARBITRATION**

- 55. Arbitration** – In case any dispute arises between the Society or any of its offices and any member or persons claiming on account of a member or under the Rules, or in case of any complaint against any member, application may be made to the Committee for redress, and should the Committee not bring the parties to agreement, the matter in dispute may be submitted to arbitration. One arbitrator shall be appointed by each of the parties concerned, and one by the Management Committee of the Nation Society of Allotment and Leisure Gardeners Ltd. The award of the arbitration shall be final, and the costs of such arbitration shall be borne by the disputing parties in such proportion as the arbitrators 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.

#### **DISSOLUTION OF THE SOCIETY**

- 56.** The Society may at any time be dissolved by the consent of three-fourths of the members, regulations or by winding up in the manner provided by the Industrial and Provident Societies Acts.

#### **COPIES OF RULES**

- 57. Copies of Rules** - A copy of the 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 Rules for this purpose.

#### **AMENDMENT OF RULES**

- 58. Mode of Amending Rules** – The Rules may be amended by resolution of a simple majority vote at a Special general Meeting. No amendment of Rules is valid until registered.
- 59. By-Laws** – The Committee may from time to time make by-laws relating to tenancy of allotment gardens, providing that no such by-laws shall be inconsistent with these Rules.

#### **GENERAL PROVISION OF LEGAL BASIS FOR RULES**

- 60. Basis of Rules** – These Rules are based on the “Model” rules provided by the National society of Allotment and Leisure Gardeners Ltd.

The provisions of the Provident Society Acts of 1965 and 1968 shall be observed by the Association. Notwithstanding anything in the Rules of the Association, the Management Committee of the Association may be resolution passed during the period of one year

beginning with the commencement of an amending Act or Order, make such amendment to the Rules of the Association as may be consequential on provisions of the amending statutes.

Except for contextual reference to the National Society of Allotment and Leisure Gardeners Ltd and The Provident Society Acts; all reference to Society shall mean the Hotwells and District Allotments Association in these Rules. See Rule 1.