
NORTH CUMBRIA ORCHARD GROUP CONSTITUTION

1) NAME

The group's name is "North Cumbria Orchard Group", hereafter in this document called NCOG.

2) PURPOSES

The purposes of the group are

- a) to conserve, maintain and renovate existing fruit orchards in North Cumbria;
- b) to encourage the planting of new fruit orchards in North Cumbria;
- c) to recognise the importance of bio-diversity and the preservation of old local varieties of fruit in both existing and new fruit orchards;
- d) to identify fruit varieties which are suitable for local conditions in North Cumbria (whether or not they are old local varieties) and to encourage their use in orchards to provide sustainable local produce;
- e) to provide opportunities for members and non-members to become involved in orchard projects and/or to acquire relevant skills and knowledge;
- f) to promote these objectives and the importance of orchards and associated horticultural skills for the rural landscape, local environment and bio-diversity;
- g) to build and maintain links with other organisations which share these objectives.

3) OFFICERS

The group shall be managed by a committee of officers who are appointed at the Annual General Meeting (AGM) of the group.

4) POWERS

In order to carry out the group's purposes, the officers have the power to:

- a) collect membership fees, raise funds, receive grants and donations;
- b) apply funds to carry out the work of the group;
- c) co-operate with and support other groups with similar purposes;

- d) do anything which is lawful and necessary to achieve the purposes.

5) MEMBERSHIP

The group shall have a membership by subscription. People who support the work of the group can apply to the officers to become a member. Once accepted by the officers, membership renews annually and lasts whilst membership fees are received.

The officers may determine different categories of membership and membership fees which shall be ratified at the following AGM. The officers will keep an up-to-date membership list.

The officers may remove a person's membership if they believe such action is in the best interests of the group. The member has the right to be heard by the officers before the decision is made and can be accompanied by a friend.

6) ANNUAL GENERAL MEETING - AGM

The AGM must be held every year, with at least 14 days notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.

- a) There must be at least ten members present at the AGM.
- b) Every member has one vote.
- c) The officers shall present the annual report and accounts.
- d) Any member may stand for election as an officer.
- e) Members shall elect between 3 and 10 officers to serve for the next year. They will retire at the next AGM but may stand for re-election.

7) MANAGEMENT COMMITTEE MEETINGS

Officers (collectively the "Management Committee") must hold at least 3 meetings each year.

- a) At their first meeting after the AGM they will elect a chair, treasurer and secretary (the "principal officers").
- b) Officers may act by majority decision.
- c) At least 3 officers must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- d) If officers have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.

During the year, the officers may appoint up to 2 additional officers and may fill any vacancy arising during the year. Appointed officers will stand down at the next AGM.

The officers may make reasonable additional rules to help run the group. These rules must not conflict with this constitution or the law. The current additional rules are attached as an appendix to this document.

8) MONEY AND PROPERTY

- a) Money and property must only be used for the group's purposes.
- b) Officers must keep accounts. The most recent annual accounts can be seen by any member on request.
- c) Officers cannot receive any money or property from the group, except to refund reasonable out of pocket expenses.
- d) Money must be held in the group's bank account. All cheques must be signed by two officers.

9) GENERAL MEETINGS

If the Officers consider it is necessary to change the constitution, or wind up the group, they must call a General Meeting so that the membership can make the decision. Officers may also call a General Meeting to consult the membership.

Officers must also call a General Meeting if they receive a written request from the majority of members.

All members must be given at least 14 days notice and told the reason for the meeting. Minutes must be kept.

- a) **Winding up** - any money or property remaining after payment of debts must be given to a group with similar purposes to this one.
- b) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would fundamentally change the purpose of the group.

All decisions to wind up the group or change the constitution require a two thirds majority.

10) SETTING UP THE GROUP

This constitution was adopted on November 25th 2010 by the people whose signatures appear below. They are the first members of the group and will be the officers until the AGM, which must be held within one year of this date.

<u>Signed</u>	<u>Print Name and Address</u>

ADDITIONAL MANAGEMENT RULES AS AT 25TH NOVEMBER 2010

The following additional management rules may be varied by the officers and such variations will apply until they are ratified or changed (by a simple majority) at the next AGM.

1) MEMBERSHIP CATEGORIES

Membership shall be available in the following categories:

- a) individual membership – open to individuals on payment of the annual subscription fee;
- b) household membership - open to named residents of the same household living at the same address upon payment of one annual subscription fee (which may be different to the individual fee);
- c) honorary life membership – awarded to those members who, in the opinion of the organisation, have shown exceptional commitment to the achievement of its objectives. Honorary life members shall not pay an annual subscription fee.

2) SUBSCRIPTIONS

Initial membership subscription rates shall be determined by the officers. Subsequent annual membership subscription rates for each category of membership which is subject to subscription shall be determined at the Annual General Meeting and shall run from 1st October to 30th September. Subscriptions of those joining after 1st July shall run until 30th September of the following year.

3) HONORARY PRESIDENT

The group may elect an Honorary President as appropriate to further the objectives of the group. The Honorary President has no vote on NCOG business other than as an ordinary member.

4) SUB-COMMITTEES

The Management Committee may appoint sub-committees as appropriate. Members of each sub-committee must include at least one elected or co-opted officer and may include other group members.

5) ATTENDANCE AT COMMITTEE MEETINGS

Any member may attend Management Committee or sub-committee meetings and may participate in discussions in such a manner as may be determined by the chair of the meeting.

6) CONDUCT OF GENERAL MEETINGS

Persons entitled to vote at general meetings (hereafter: persons entitled to vote) are those aged 18 or over who are individual members, or who are named residents of households which have household

membership or who are honorary life members. Persons entitled to vote must attend meetings in person in order to vote.

The Annual General Meeting shall be held in the Spring of each year to transact some or all of the following business;

- a) to receive an annual report on NCOG's activities;
- b) to receive NCOG's annual financial accounts;
- c) to determine the annual membership subscription rate for each category of membership which is subject to subscription;
- d) to consider any motions that appear on the agenda papers;
- e) to elect the officers to serve NCOG during the following year.

The Secretary shall give all members 42 days prior notification of the calling of the Annual General Meeting setting out the date, time and venue of the meeting. The notification shall also call for any motions for consideration by the AGM to be submitted to the Secretary no later than 28 days prior to the AGM.

All resolutions shall be decided by a show of hands. In all cases except those relating to changes to the Constitution or the dissolution of NCOG a decision will be made by a simple majority of persons entitled to vote who are present and who have voted. The Chairperson shall have a casting vote.

The officers may call a Special General Meeting of NCOG to consider any issue which, in its opinion, is of sufficient urgency or importance as to warrant such action. The officers shall also call a Special General Meeting of NCOG to consider any issue submitted to the Secretary in writing by 15 persons entitled to vote. The officers shall arrange for the meeting to be held within 60 days of the written request being received by the Secretary. The Secretary shall give all members 28 days prior notification of the Special General Meeting setting out the issue(s), date, time and venue of the meeting. The costs associated with the calling of a Special General Meeting shall be borne by NCOG.

A Special General Meeting shall only consider those issues that appear on the papers calling the meeting.

7) DISSOLUTION

A decision to dissolve NCOG can only be taken at an Annual General Meeting, provided that all members have had 14 days prior notification that the issue is to be discussed, or at a Special General Meeting called specifically for that purpose. A decision for dissolution shall require a two-thirds majority of persons entitled to vote who are present and who have voted.

8) AMENDMENTS

Amendments to the constitution shall only be made at an Annual General Meeting or at a Special General Meeting. All members will be given 14 days prior notification of the proposed amendments. Amendments to the constitution shall require a two-thirds majority of persons entitled to vote who are present and who have voted. The "additional rules" in this appendix do not form part of the constitution and only require a simple majority to change (or to ratify changes made by the officers).

9) EXPENDITURE

The three principal Officers are responsible for the maintenance and safe custody of the property of the Society.

All items of expenditure by any member of the Committee shall be strictly within the context of the purposes of NCOG.

All such expenditure shall be subject to the prior approval of the Treasurer, who may wish to consult with other officers. No officer or other member shall unilaterally make any commitment or enter into any agreement to purchase supplies or equipment or take any action that will incur expense to the Society without first consulting the Treasurer.

Failure to observe the above principles may result in a Committee member not being reimbursed.

END
