

The ColGlen Growers

CONSTITUTION of "The ColGlen Growers"

This constitution formally adopted at the inaugural meeting on March 3rd 2014

1. Name

The organisation shall be known as "The ColGlen Growers"

2. Aims

The main aims of The ColGlen Growers are the advancement of a sense of community, education and recreation for the inhabitants of Colintrave and Glendaruel. Specific objectives are to:-

- a) Promote sustainable benefits by bringing together the inhabitants and the statutory authorities, voluntary organisations and the general public in a common effort to advance a sense of community and improve its health and welfare. Provide facilities in the interests of social welfare for recreation and other leisure time occupation.
- b) Advance community involvement, promote health through horticulture, and enhance gardening skills within the area. Improve the natural environment through good environmental practices by encouraging sustainable lifestyles through the efficient composting of organic wastes and the use of composted products to grow fresh, healthy fruit, vegetables, herbs, and other salad plants. The project should also conserve its immediate environment to attract native wildlife.
- c) Manage and supervise the growing area within both Colintrave and Glendaruel sites
- d) Protect and promote the biodiversity, landscape and amenity of the area.
- e) Practice good governance and follow participatory and non-discriminatory principles.

3. Powers

The ColGlen Growers shall have the following powers:

- a) To purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its aims. Construct, remove, replace, equip, improve, develop, administer, maintain or alter the same.
- b) To raise money and accept gifts on such terms and on such security as shall be deemed appropriate.
- c) To raise funds and invite and receive appropriate contributions from any person or persons by way of subscription or otherwise.
- d) To invest the funds of The ColGlen Growers not immediately required as may be thought fit.
- e) To pay, reward or remunerate any person or entity supplying goods or services to the Group;
- f) To purchase and maintain insurance in respect of the site or any other property occupied, or used by The ColGlen Growers against loss or damage by fire or from any other risk and for the benefit of any persons who are or were committee members or volunteers of the Group against any liability incurred by such persons in respect of any act or omission by any of them in the exercise of their powers or the discharge of their duties in relation to the Group and against public or other liabilities of the Group;
- g) Provide indemnity insurance to cover the liability of committee members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the ColGlen Growers; provided that any such insurance shall not extend to any claim arising from any act or omission which the committee members knew to be a breach of trust or breach of duty, or which was committed by the committee member in reckless disregard of whether it was a breach of trust

or breach of duty or not, and provided also that it shall not extend to any claim for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of a committee member;

- h) To co-operate with or join other organisations and to collect and exchange information and advice with them;
- i) To make any charitable donation which members think appropriate;
- j) To appoint and constitute such advisory committees as the committee members may require;

4 Members

- a) Membership shall be open to,
 - i) Individuals aged eighteen years and over:
 - a) who are residents for the majority of the year within Glendaruel and Colintrave. These will constitute not less than 70% of the membership.
 - b) who live in the neighbourhood of Glendaruel and Colintrave.
 - ii) Individuals aged under eighteen years whether living within or without Colintrave and Glendaruel to such conditions as the Committee may decide. They shall have the power to elect two of their number to represent them, without the right to vote, at meetings of the Committee. Any Junior Members may also attend General Meetings as observers but shall not have the right to vote.
 - iii) Associations and organisations, (and including branches of national or international organisations) who wish to support the Objects of The ColGlen Growers.
 - iv) The Statutory Authorities in whose administrative area the area lies.
- b) Each member organisation as set out in Clause 4 (a) iii) and (a) iv) above may appoint one individual person being a member to represent it and vote on its behalf at General Meetings of The ColGlen Growers; and may appoint an alternative to replace its appointed representative as an observer at such meetings if the appointed representative is unable to attend. In the event of such individual person resigning or leaving a member organisation he or she shall cease to be a representative. The member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.
- c) A register of members shall be maintained.
- d) The Waiting List for the raised beds will be maintained in a strict, consecutive manner, by the Secretary.

5. Subscriptions

- a) All members shall pay such subscriptions as the Committee may from time to time determine.
- b) The due date for the payment of fees is annually on 1st October.

6. Resignation and termination of Membership

The rights and privileges of a Member shall not be transferable. A Member shall cease to be a Member if s/he:

- a) resigns in writing to the Secretary; or
- b) fails to pay the annual subscription within three months after the date it became due; or
- c) is expelled by the Committee for conduct prejudicial to the group, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

7. General Meetings

1) The Group shall in each calendar year hold an Annual General Meeting. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of approval of this Constitution. The business of each Annual General Meeting shall be to:

- a) receive the Annual Report of the Committee, which shall give an account of the work of the Group and its activities during the preceding year;
- b) receive the accounts of The ColGlen Growers for the preceding financial year;
- c) elect the Chair, Vice-chair, Secretary and Treasurer when required according to clause 8(2);
- d) elect representatives of full members to serve on the Committee, in accordance with Clause 8(2)
- e) appoint one or more qualified auditors or independent examiners for the coming year

2) The chair of the Committee may at any time at his/her discretion call a special general meeting of The ColGlen Growers. The Secretary shall call a special general meeting of The ColGlen Growers within twenty-one days of receiving a written request so to do signed by not less than one third of the members , giving reasons for the request.

8. The Management Committee

The policy and general management of the affairs of the growing area shall be directed by a Management Committee (referred to as 'The Committee.')

The Committee shall have power to enter into contracts for the purposes of The ColGlen Growers on behalf of all members and may exercise on behalf of The ColGlen Growers any or all of the powers enumerated in Clause 3.

- 1) The Committee shall consist of:
 - a) Chair, Vice-chair, Secretary and Treasurer (referred to as the Office Bearers)
 - b) Up to six other members
 - c) persons co-opted individually by the Committee who shall serve on the Committee until the conclusion of the next Annual General Meeting; provided that the number of co-opted members shall not exceed one quarter of the total number of members elected to the Committee in accordance clause 7 (1)(d) above.
- 2) Office bearers shall be appointed for a period of two years and may stand for re-election.
- 3) Election to the Committee shall be for 3 years. One third of the membership (with the exception of the Office Bearers) shall retire annually, the members to retire being the longest serving (or in the first two years of the Committee being established by ballot or mutual agreement).
- 4) Any casual vacancy on the management committee (including Office Bearers) may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the next annual general meeting of The ColGlen Growers.
- 5) The Committee may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:-
 - i) the Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
 - ii) all acts and proceedings of the sub-committee shall be reported as soon as possible to the Committee.

9. Notice Of General Meetings

An Annual General Meeting and any General Meeting which is to consider a Special Resolution shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice. Notice of every General Meeting shall be circulated to every Member of The ColGlen Growers and to the auditors and to such other persons who are entitled to receive notice. In the case of a General Meeting which is to consider a Special Resolution such resolution shall be specified in the notices calling that meeting; and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

10. Rules Of Procedure At All Meetings

a) Voting

Any question arising at a meeting of the Group or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.

b) Quorum

i) Committee Meetings: one third of the committee members shall form a quorum at committee meetings.

ii) Meetings: fifteen members with power to vote or one fifth of the members with power to vote, whichever is the less, shall form a quorum at General Meetings. In the event that no quorum is present at an Annual General Meeting of The ColGlen Growers, the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

(c) Minutes:

Minutes shall be kept by the Group and all its committees and the respective secretary shall enter therein a record of all proceedings and resolutions.

11. Rules For The Use Of The Growing Area

The Committee shall have power to adopt and issue rules for the conduct of the group and for the use of the growing area. Such Rules shall come into operation immediately, provided always that they shall be subject to review by the General Meeting and that they shall be consistent with the provisions of this constitution.

12. Finance

All money raised by or on behalf of the Group shall be applied to further the aims of the ColGlen Growers and for no other purpose. Reasonable and proper remuneration may be made to any person or organisation employed by The ColGlen Growers and the repayment of reasonable out-of-pocket expenses incurred on behalf of The ColGlen Growers members or volunteers.

An account shall be opened in the name of The ColGlen Growers with such banks and/or building societies as the Committee may from time to time decide. The Committee shall authorise in writing the Treasurer, the Secretary and two members of the Committee to sign cheques on behalf of the Group. All cheques must be signed by not less than two of the four authorised signatories.

The ColGlen Growers' financial year shall be from 1st April to 31st March

13. Accounts

- 1) The Treasurer shall keep proper accounting records and shall prepare proper accounts annually.
- 2) The auditors shall audit the accounts at least once a year.
- 3) If the auditor appointed at the AGM ceases to hold that appointment (or if two auditors are appointed and both cease to hold their appointment) then the Management Committee shall have the power to appoint a replacement to hold office until the next AGM.

14. Dissolution

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve The ColGlen Growers, it shall call a meeting of all members with power to vote of which meeting not less than 21 days clear notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of The ColGlen Growers. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of Colintrave and Glendaruel as the Committee shall decide.

15. Alterations To The Constitution

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Group not less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both

- a) a simple majority of members of the Committee present and voting at a Committee meeting;
- b) a two-thirds majority of members with power to vote present and voting at a General Meeting.