



The National Vegetable Society

Charity No. 1088979

CONSTITUTION AND RULES

Revised January 2007

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CONSTITUTION AND RULES

1. TITLE

The title of the society shall be “The National Vegetable Society”

2. OBJECTS

The objects of the Society shall be:-

- a) to advance the education of the public in the cultivation and improvement of vegetables.
- b) to advance knowledge of and further public interest in vegetables by the publication of information, by exhibition, by stimulating research and experiment and by awarding prizes open to public competition.

3. POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:-

- a) to maintain trial grounds, horticultural gardens, and facilities for giving advice on the culture of vegetables
- b) to organise a Panel of Lecturers on vegetable growing
- c) to organise a Panel of Judges by holding judging examinations as and when necessary
- d) to organise visits to places of interest in connection with the study of vegetables, to co-operate with other bodies having similar aims and generally to do all such acts as shall further the active corporate life of the Society and may lawfully be done by a body established only for the purposes recognised by the law as charitable
- e) to maintain a library
- f) to maintain a slide and video library on the cultivation of vegetables and make items therein available to affiliated organisations and individual members at a nominal charge
- g) to form “District Associations” as necessary in order that members may localise their activities in addition to those provided by the Society

4. MEMBERSHIP AND AFFILIATION

- a) An application form for membership must be signed by the applicant. The election of members of the Society shall be by Branches on behalf of the National Executive Committee and no person shall become a member of the Society unless and until so elected nor shall the National Executive Committee be required to give any reason for the non-election of an applicant.
- b) When a person has been elected and has paid a first annual subscription he/she shall be a member of the Society and shall be deemed to have agreed to be bound by these Rules.
- c) The membership of the Society shall consist of the following classes:
 - i) individual members
 - ii) junior members to be under 16 years of age
 - iii) family members

- iv) affiliated organisations
- v) Honorary Life Members
- d) Members of the Society except Honorary Life Members shall pay an annual subscription determined following a recommendation to the Annual General Meeting by the National Executive Committee.
- e) Membership subscriptions become due on the first of January each year.
- f) An Affiliated Organisation shall be entitled to the same privileges as one ordinary member of the Society but will only have a vote at an Annual General Meeting of the Society if their representative is nominated in writing by the Affiliated Organisation to the National Secretary fourteen days prior to an Annual General Meeting.
- g) The National Executive Committee may call upon any member to resign from the Society and if the member does not so resign within twenty-one days after being so called upon the National Executive Committee may by resolution terminate membership.
- h) The National Executive Committee may call upon any Affiliated Organisation to resign from the Society and if the Affiliated Organisation does not resign within twenty-one days after being so called upon the National Executive Committee may by resolution terminate any membership.
- i) The National Executive Committee may at any time without stating any reason refuse to accept a renewal of
 - i) the subscription of any member
 - ii) the affiliation of any organisation
- j) No member, Branch, District Association or Affiliated Organisation shall take any public action or make public announcements in the name of the Society. All announcements or advertisements etc. on behalf of the Society will be made by the National Executive Committee through the National Secretary or other person/persons authorised by the National Executive Committee.
- k) The Society shall be affiliated with any such body as the National Executive Committee shall decide from time to time.
- l) Judges/Lecturers:
 - i) Members becoming judges or lecturers on the Society's panel and lapsing in membership, shall be struck off the panel.
 - ii) Such members shall be informed by the National Secretary in writing, and all members and Affiliated Organisations in national literature.
 - iii) Such persons shall be informed that the Society reserves the right to take such action as they may think necessary if they continue to represent themselves as Society judges or lecturers or wear Society badges etc.
 - iv) Should any such persons re-join the Society they will have to re-sit the judges' examination before being returned to the judges' panel and re-apply to join the lecturers' panel.

5. BRANCHES

- a) For administrative purposes the Society is organised in Branches. Branches shall act in conformity with any directions published by the National Executive Committee from time to time.
- b) The Secretary and Treasurer of each Branch shall keep such minutes of accounts and records as may be directed by the National Executive Committee and must send copies of such records and other documents to the National Secretary on demand. The National Executive Committee via the National Secretary demand that copies of **ALL** Branch minutes to be sent to the National Executive Officers of the Society and Branch Secretaries as soon as practicable after a meeting. Any property acquired by a Branch shall be held by the Branch for the general objects of the Society. If any Branch is disbanded or dissolved it shall hand over its moneys, property, books and papers to the National Executive Committee to be used for the general purposes of the Society. No Branch as such shall have power to secede from the Society except by a two thirds majority of the members present and voting at a general meeting of the Branch.
- c) No Branch may enter into any financial matters on behalf of the Society without prior permission of the National Executive Committee. Branches are expressly forbidden to initiate legal proceedings or court action without prior consent or approval of the National Executive Committee. Any Branch or member breaking this rule will be held personally responsible for any costs incurred.
- d) A Branch Chairman shall have a vote at their Branch meetings as an individual member in addition to his/her casting vote.
- e) The voting procedure at a Branch A.G.M. shall be the same as that stated for a National A.G.M. and all Officers to be proposed and seconded prior to the A.G.M.
- f) Officers and committee members of Branches of the Society shall hold office for one year but shall be eligible for re-election.
- g) Before a Branch creates any new honorary position or award prior approval must be obtained from the National Executive Committee.
- h) No items (including trophies) owned by a Branch will be included in The National Vegetable Society insurance policy and should be separately insured.
- i) Any cheque or document authorising payment from the funds of a Branch must be signed by the Branch Treasurer and any other person nominated by the Branch Committee.
- j) A quorum at a Branch meeting to be a minimum of five members of the committee one of whom must be an Officer of that Branch.

6. DISTRICT ASSOCIATIONS

- a) District Associations shall act in conformity with any directions published by the National Executive Committee.
- b) The Secretary and Treasurer of every District Association shall keep such minutes and accounts and records as may be directed by the National Executive Committee and must send copies of such records and other documents of the District Association to their Branch Secretary on demand. The National Executive Committee via the National Secretary demand that Branch Secretaries be sent a copy of all District Associations' meeting minutes and financial statements. Meetings

expected to be quarterly, annual statement to be forwarded on to the National Treasurer. District Association A.G.M. to be held as soon as practicable after the Society year end. Any property acquired by a District Association shall be held by the District Association for the general objects of the Society save and except that any property held by a District Association and designated by the Association as belonging to its special fund shall remain the exclusive property of that District Association and shall be used by that District Association solely for such local purposes or other purposes connected with the Society that the committee of that District Association shall in its absolute discretion deem proper. If any District Association is disbanded or dissolved it shall hand over its moneys, property, books and papers to the National Executive Committee to be used for the general purposes of the Society. No District Association as such shall have power to secede from the Society except by a two thirds majority of those present and voting at a general meeting of the District Association.

- c) On the forming of a District Association and at the first meeting of members, the Chair should be taken by an officer appointed by the Branch Committee. A District Association shall bear in its title the name of the District Association and the title of "The National Vegetable Society."
- d) District Associations are to be accountable through their Branch to the National Executive Committee. In the event of a dispute between a District Association and a Branch, the National Executive/Committee ruling on such will be final.
- e) District Associations may send representatives to the Branch committee as observers at the discretion of the Branch Chairman, but may not vote.
- f) District Associations may not charge a membership fee or exclude National Vegetable Society members without permission of the National Executive Committee, but may ask for donations to the District Association's running costs and charge admission to District Association shows or events organised by them. All money so raised must be used for the District Association's benefit.
- g) District Associations may not enter into any financial matters on behalf of The National Vegetable Society or call on The National Vegetable Society for finances.
- h) District Associations must not participate or engage in activities that are against the constitution or interests of The National Vegetable Society or make utterances or statements on behalf of The National Vegetable Society.
- i) Members of the District Associations must be individual members of The National Vegetable Society. Only such members can hold office in the District Association.
- j) In shows organised by the District Associations as Open Shows of their own or in conjunction with other societies, there is no objection to non-members showing though District Associations may reserve the right for special classes for District Association members only.
- k) No items (including trophies) owned by District Associations are included in The National Vegetable Society insurance policies and should be separately insured.
- l) Though "The National Vegetable Society" wishes the District Associations to carry on their good work with as little interference as possible as part of The National Vegetable Society, they must work within the constitution, and the foregoing is for their guidance. The National Executive Committee reserves the right to rule on any matters not covered above.

7. HONORARY MEMBERSHIP, GOLD MEDALLISTS, SILVER MEDALLISTS AND FELLOWS

The National Executive Committee may endorse awards of Honorary Membership, Gold Medal, Silver Medal or Fellowship for merit or outstanding service to the Society or any other awards recommended by the Awards Committee which shall be appointed by the National Executive Committee.

8. FINANCIAL YEAR

The financial year shall end on 31st December of each year.

9. THE PRESIDENT OF THE SOCIETY

- a) The Society may appoint a National President whose duties shall be:
 - i) to take the Chair at an Extraordinary General Meeting
 - ii) to take the Chair at an Annual General Meeting when the National Chairman is elected
 - iii) to present awards at the Annual General Meeting
- b) The National President may attend National Executive Committee Meetings as an observer

10. VICE PRESIDENTS OF THE SOCIETY

Nominations for Vice-Presidents must be referred to the Awards Committee for consideration for presentation to the National Executive Committee.

11. GENERAL MEETINGS

- a) The Annual General Meeting of the Society shall be held once every calendar year before the end of September, the venue to be decided by the National Executive Committee to transact the following business:-
 - i) to receive and if approved to adopt the annual report and examined statement of the accounts to the end of the last preceding financial year
 - ii) to elect the President and Vice Presidents who shall be honorary members
 - iii) to elect officers
 - iv) to appoint an examiner
 - v) to deal with any special matter which the National Executive Committee desires to bring before the members and to receive and consider suggestions and resolutions from the members
- b) An Extraordinary General Meeting of the Society may be called at any time by the National Executive Committee and shall be so called within 48 days of receipt by the National Secretary of a requisition in writing signed by not less than thirty members stating the purpose for which such meeting is desired and setting out any resolution which it is desired to propose thereat. No business shall be transacted at such a meeting other than that specified in the notice and no amendment to any resolution proposed at the meeting shall be allowed. The Chairman of such meeting shall be the President of the Society, or in his absence a member nominated by the President.
- c) A notice of a General Meeting, an Annual General Meeting or an Extraordinary General Meeting shall be sent to all members not less than twenty-one days before the meeting, but only members whose subscriptions are fully paid up to the date of

the meeting, or whose subscriptions have been wholly or partly remitted or waived by the National Executive Committee may attend thereat and vote. The business of the meeting will be specified in the agenda which will be available at the meeting or from the National Secretary on receipt of a stamped addressed envelope not more than twenty-one days before the meeting.

- d) Any resolution except an emergency resolution for consideration at any Annual General Meeting must be received by the National Secretary not less than thirty-five days before the date appointed for the meeting. The National Executive Committee may direct that any resolution which appears to them to be contrary to the aims of the Society shall not be placed upon any agenda or discussed at any meeting.

12. OFFICERS AND NATIONAL EXECUTIVE COMMITTEE

- a) The following officers of the Society shall be elected at the Annual General Meeting:-
 - i) National Chairman
 - ii) National Vice Chairman
 - iii) National Secretary
 - iv) National Assistant Secretary
 - v) National Treasurer
 - vi) National Registrar
 - vii) National Editor
 - viii) National Web Master
- b) The business of the Society shall be conducted by the National Executive Committee which shall comprise the above mentioned officers, together with two active members from each Branch.
- c) At a National Annual General Meeting, when two members are nominated for a post, there shall be a secret ballot. When three or more members are nominated for a post, there shall be a secret ballot unless one candidate has an overall majority. The member with the least number of votes will be eliminated before another ballot is taken until a result is obtained. In the event of a tie, the Chairman or acting Chairman at the time will use his/her casting vote.
- d) The National Executive Committee may appoint from paid up individual or family members of the Society such additional officers as it may deem desirable. Such officers may, at the complete discretion of the National Executive Committee, be members of, or observers at, the National Executive Committee. Persons appointed to such offices shall retire from office at the close of the National Executive Committee meeting immediately preceding the following A.G.M. but shall be eligible for re-appointment by the National Executive Committee at the first meeting thereafter. If such offices are deemed necessary for more than three consecutive years the National Executive Committee must propose an appropriate amendment to the constitution at the third A.G.M. following the first appointment to the office concerned.
- e) Any vacancy occurring in an elective office may be filled by the National Executive Committee from amongst members of the Society. Any officer so appointed shall retire from office at the following A.G.M. but shall be eligible for election by that A.G.M.

- f) The National Chairman, National Vice Chairman, National Secretary, National Treasurer, National Registrar, National Assistant Secretary, National Editor and National Web Master will normally be elected for a period of three years but shall be eligible for re-election.
- g) Nominations for national officers shall be sent to the National Secretary, in writing, not less than 35 days and not more than 48 days before the date of the A.G.M. and must be accompanied by a statement signed by the nominee confirming that he/she is willing to serve if elected. The National Executive Committee may, at its complete discretion but after having ascertained that the nominee is willing to serve if elected, make nominations to any national offices at any time prior to the A.G.M.
- h) Nominees for election to national offices, for election or appointment to the National Executive Committee, and for election as Branch officers or committee members, must be paid up members of the Society.
- i) Unless made by the National Executive Committee all nominations to national offices, to the National Executive Committee and to Branch offices or committees must be signed by a Proposer and Secunder both of whom must be paid up members of the Society.
- j) All persons voting at an A.G.M. or in any postal ballot shall be paid up members of the Society or representatives of an affiliated organisation authorised in writing to vote on behalf of that organisation. Members and affiliated organisations shall be entitled to one vote only in any election.
- k) The National Executive Committee shall have the right to reject the nomination of any person whose election would, in the opinion of the National Executive Committee members, be prejudicial to the interests of the Society.
- l) Nine members of the National Executive Committee, of whom at least one shall be an officer, shall form a quorum. The National Executive Committee shall meet from time to time as may be necessary for the conduct of the Society's business. Five members of the committee may, by signed written notice to the National Secretary, request him/her to call a meeting of the National Executive Committee and if such meeting be not called within thirty days of despatch of such notice the said five members may themselves call a meeting of the National Executive Committee by seven days notice in writing to all members thereof.

13. SUB-COMMITTEES

- a) The National Executive Committee may appoint sub-committees to consider and report on any matter. Members of such sub-committees need not necessarily be members of the National Executive Committee although at least one member of each sub-committee shall be a member of the National Executive Committee. Unless otherwise decided by the National Executive Committee sub-committees shall elect their own Chairman and have power to co-opt additional non-voting members. The National Executive Committee may alter the membership of any sub-committee at any time, and no sub-committee shall have the power to act on behalf of the Society unless expressly authorised to do so by a minute of the National Executive Committee. No sub-committee may spend money on behalf of the Society or enter into any obligation on behalf of the Society, unless expressly authorised to do so by a minute in writing of the National Executive Committee.
- b) At the time of setting up any sub-committee under this rule, its terms of reference will be set down by the National Executive Committee and these terms of reference to include the set quorum.

14. ALTERATION OF RULES

No alteration to the Rules of the Society shall be made except at an Annual General Meeting in accordance with Rule 11(d). In order to effect an alteration of the Constitution, at least two-thirds of the members actually present and voting at the meeting shall vote in favour of the proposed change. No amendment to any proposed alteration shall be allowed.

15. FINANCE

All moneys payable to the Society shall be received by the National Treasurer or such other officer or such bank as shall be appointed to receive same. All funds belonging to the Society shall (unless invested) be deposited in the banking account in the name of the Society and no sum shall be drawn from this account except by cheque. Any cheque or document authorising payment from the funds of the Society must be signed by the National Treasurer and any other person nominated by the National Executive Committee.

Any moneys not required for immediate use may be invested by the National Executive Committee in the name of the Society.

16. PROPERTY OF THE SOCIETY

- a) The Society may purchase or otherwise acquire and hold property of any nature. Any property belonging to the Society may be invested in the names of not more than four or less than two Trustees who may be appointed from time to time by the National Executive Committee and any vacancy amongst such Trustees shall be filled by the National Executive Committee. Such property may also be invested in the name of a limited company established by, and under the control of, the Society for trust purposes.
- b) Such investments may be in or upon such shares, stocks, funds, securities, investments and property, real or personal, freehold or leasehold in any part of the world upon such terms and conditions (if any) as the National Executive Committee shall in their absolute discretion think fit and in all respects as if the National Executive Committee may from time to time direct the Trustees to sell, vary and transfer such investments and property.
- c) The National Executive Committee may deal with the said investments as if they were the sole beneficial owners thereof and without prejudice in the generality of this power may borrow for the general purposes of the Society such sums as may be required by it at a rate of interest not exceeding eight per centum per annum or one per centum above bank rate, whichever is the higher, and may charge the payment of the sum upon any property of the Society and the Trustees shall give effect to any decision of the National Executive Committee about a loan.
- d) The Trustees shall in all aspects act as required by the National Executive Committee and a copy of a minute of the National Executive Committee signed by the National Secretary shall be conclusive evidence of its decision.
- e) Any Trustees may be removed from office by a resolution passed at a meeting of the National Executive Committee by a vote of not less than two-thirds majority of the members of the National Executive Committee present at the meeting.
- f) The Trustees shall be officially indemnified by the National Executive Committee from and against liability and payment which may be incurred or made by them in relation to the trusts of the property and investments of the Society.

17. NOTICES

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any proceedings or resolutions at any meeting of the Society or any Committee thereof.

18. DISSOLUTION

A motion to dissolve the Society may only be made at an Extraordinary General Meeting after a postal ballot of all members in which at least three quarters of the returned votes shall be in favour of the dissolution. If a motion to dissolve the Society is carried by said majority the Society's funds, property and assets (if any) shall be disposed of for charitable-purposes in connection with education and research and particularly for such charitable purposes in connection with horticulture or botany as the members may at the said Extraordinary General Meeting decide. No member of the Society shall receive any of the said funds, property and assets by virtue of his/her membership.

19. COMMITTEE POWERS

The National Executive Committee shall be empowered to deal at their discretion with any matters not already provided for in the aforementioned rules. The decision of the National Executive Committee shall be final and binding in such matters.

Where matters arise that require urgent decisions to be made for the benefit of the Society and in such cases where a quorum of the National Executive Committee is not available, the National Chairman shall have powers to rule on any such matters. Any decisions made are to be confirmed at the first subsequent meeting of the National Executive Committee.

20. INTERPRETATION

If there should be any ambiguity or difference of opinion concerning the purport or interpretation of the rules, reference shall be made in writing to the National Executive Committee. The decision of the National Executive Committee shall be final and binding on all parties.

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