

Revised constitution for the Friends of St Andrews Botanic Garden

Accepted by the Committee of the Friends on 19th May 2020

Name

1. The Society shall be called “Friends of St Andrews Botanic Garden”

Registered Office

2. The Registered Office of the Society shall be St Andrews Botanic Garden, Canongate, St. Andrews, Fife KY16 8RT. (Scottish Charity No. SC 006432)

Objects

3. The objects of the Society are to advance the education of the public in botany and horticulture in particular by supporting and furthering the work of St Andrews Botanic Garden and in furtherance thereof assist in the maintenance of a scientific plant collection for community benefit and public education and to do all other things necessary or conducive to the attainment of these objects.

Amendment of Constitution

4.1 This Constitution can be altered only by a two-thirds majority of those present and voting at an Annual or Special General Meeting, providing due notice of the meeting, and of the resolution, is given in accordance with Clause 6.2.

4.2 No amendment shall be made to the Constitution which would cause the Society to cease to be a charity in law.

4.3 Any amendment to the Constitution shall be notified to the *Office of the Scottish Charity Regulator* or any successor body.

Membership

5.1 Membership shall be open to all interested persons upon payment of the appropriate subscription. The amount of the subscription shall be fixed by the Committee and approved at the Annual General Meeting. The Committee may fix different sums for different classes of membership and conferring different entitlements.

5.2 Subscriptions shall become payable annually from date of joining.

5.3 The Society may by Committee, appoint any person whom it considers has rendered special service to the Society or to the Garden or to Horticulture or to Botany to be an Honorary Life Member, who shall have all the entitlements of membership but shall not be required to pay a subscription.

5.4 Members shall be entitled to receive copies of publications of the Society and shall enjoy such other benefits as the Committee may from time to time determine.

Purposes of the Annual General Meeting

6.1 The Society shall hold an Annual General Meeting within sixteen weeks of the end of the financial year (1st July to 30th June) for the following purposes:- to elect the Committee of up to a maximum of 13 elected members consisting of the Office-Bearers of the Society who shall be a Convenor, a Vice-Convenor, a Secretary and a Treasurer and consisting of up to 9 Ordinary Members; to receive for approval an account of its funds for the year ended 30th June preceding; to appoint a qualified independent examiner or other such appropriately experienced, independent person as approved by the Committee, for the following year (who shall not be a member of the Society or an Officer or servant of the Society); to receive the annual reports of the Office-bearers for the past year and to transact any other competent business of the Society included in the notice convening the meeting.

6.2 At least fourteen days' clear notice of an Annual General Meeting shall be given to all members of the Society by a notice posted in the Botanic Garden and by advertisement in the local Press or by such other method as the Committee may decide. The notice shall give particulars of nominees for vacancies on the Committee of Office-bearers and of Ordinary Members. In the case of a resolution to alter the Constitution, the notice must set out the terms of the proposed alteration.

6.3 The Society's year shall run from the date of the Annual General Meeting and shall terminate at the next Annual General Meeting.

Office-bearers

7.1 Nominations for election of Office-bearers to vacant Offices shall be invited annually and must be received by the Secretary not less than twenty-one days prior to the Annual General Meeting. Nominations must be made by members, in writing and signed by the nominee, the proposer and the seconder. Nominees must be members of the Society.

7.2 In the event that no nominations are received for an Office-bearer vacancy at the Annual General Meeting, a Committee meeting will be held within 2 weeks of the Annual General Meeting where a member of the Committee will be selected for the vacant office.

7.3 All Office-bearer terms shall be for three years. Office-bearers may stand for re-election for a second term of office. An Office-bearer may serve in the same office for two consecutive terms i.e. six years but shall, after a break of one year, be eligible for re-election to the Committee as an Office-bearer or an Ordinary Member.

7.4 In the event of any Office-bearer being unable to act, the Committee shall have the power to appoint an acting Office-bearer to serve until the next Annual General Meeting.

Ordinary Members

8.1 Nominations for election of Ordinary Members to fill vacancies on the Committee shall be invited annually and must be received by the Secretary not less than twenty-one days prior to the Annual General Meeting. Nominations must be

made by members, in writing and signed by the nominee, the proposer and the seconder. Nominees must be members of the Society.

8.2 At the conclusion of each year one third of Ordinary Members of the Committee shall retire from office but shall be eligible for re-election. The Members who retire shall be those who have been longest in office since their last election, but as between persons who became Members of the Committee on the same day those to retire shall, failing agreement, be determined by lot.

8.3 The continuous period that an Ordinary Member of the Committee may serve shall be two three-year periods i.e. six years but shall, after a break of one year, be eligible for re-election to the Committee as an Office-bearer or an Ordinary Member.

Proceedings at Annual General Meetings

9.1 No business shall be transacted at any Annual General Meeting of the Society unless a quorum of members is present at the meeting. The Quorum shall be twenty members or one-third of the membership, whichever is the lower.

9.2 At all Annual General Meetings of the Society the Convenor shall preside and, in his/her absence, the Vice-Convenor shall preside. In the absence of both the Convenor and the Vice-Convenor, the members present may elect a Committee member to be Acting Convenor of the meeting.

9.3 When any resolution to alter the Constitution is put to the vote, it shall be decided by a show of hands or by a paper vote as determined by the Committee; every member present shall have one vote. In the case of an equality of votes the Convenor of the meeting shall have a second or casting vote.

Special General Meeting

10.1 A Special General Meeting, including one for the purpose of altering the Constitution, may be called on the requisition of a two thirds majority of the Committee or by the written submission to the Committee of twenty other members.

Committee Members

11.1 The business of the Society shall be managed by a Committee consisting of the Office-bearers and Ordinary Members.

The Convenor of the Society who will also be Convenor of the Committee.

The Vice-Convenor of the Society who will also be Vice-Convenor of the Committee.

The Secretary of the Society who will also be Secretary of the Committee.

The Treasurer of the Society who will also be Treasurer of the Committee.

There will be not less than three Office-bearers and not more than nine Ordinary Members.

11.2 Additional Co-opted Members, not exceeding three, may be co-opted by the Committee for a specified purpose and for a specified time.

11.3 The Quorum shall be a minimum of fifty per cent of the current members of the Committee.

Proceedings at Committee Meetings

12.1 The Committee shall meet quarterly or more often, if required, to conduct its business. The first meeting of the year will take place not later than two weeks following the Annual General Meeting and at least one meeting will be held not earlier than six weeks prior to the Annual General Meeting.

12.2 Meetings of the Committee shall be held on the requisition of the Secretary or of three members of the Committee acting through the Secretary.

12.3 No business shall be transacted at any meeting of the Committee unless there is a quorum of members present at the meeting, as provided for in Clause 11.3 of this Constitution.

12.4 Any Committee decision put to a vote shall be decided by a show of hands or by a paper vote as determined by the Committee; every member present shall have one vote. In the case of an equality of votes the Convenor of the meeting shall have a second or casting vote.

12.5 The Convenor of the Society shall preside at Committee meetings and, in his/her absence, the Vice-Convenor shall preside. In the absence of both the Convenor and the Vice-Convenor, the Committee members present may elect one of their number to be Acting Convenor of the meeting.

12.6 The Committee may appoint any member of the Society to fill an Office-bearer or an Ordinary Member vacancy until the next Annual General Meeting.

Powers of Committee

13.1 The business of the Society shall be conducted by the Committee, which may exercise all such powers as may be exercised by the Society. The Committee shall in all things act for and in the name of the Society.

13.2 The Committee shall have the power to appoint sub-committees or individuals and delegate to them such powers and functions and financial resources as it may think fit.

13.3 The Committee shall have collective responsibility for the finances of the Society and the annual statement of accounts shall be signed on their behalf by the Convenor.

Elected Office-bearers and other Appointments

14.1 In addition to the Office-bearers who are elected, the Society may have such other officers, assistants and servants as the Committee may from time to time determine. Such other officers, assistants and servants shall be appointed and may be removed by the Committee, and all of whom shall be subject to control and direction by the Committee. Remuneration (if any) shall be determined by the Committee. Subject to the foregoing, all monies, property and other assets of the Society shall be devoted to the purposes of the Society, and no ordinary member of the Committee

shall be paid any remuneration, except for out-of-pocket expenses properly incurred in the performance of duties for the Society.

14.2 The Secretary shall in particular

- (i) summon all meetings of the Society and of the Committee and keep the minutes
- (ii) ensure a register of members is kept and any other registers as required

14.3 The Treasurer shall in particular

- (i) keep all books of accounts and vouchers, receive all subscriptions, contributions and other payments due, including funds raised, from members of the Society, members of the public and other persons, to the Society and pay over the amounts so received as directed by the Committee
- (ii) ensure that all monies, on receipt, are lodged promptly in a bank and/or building society account in the name of the Society and as approved by the Committee
- (iii) invest any funds of the Society not immediately required for its purposes in investments authorised by the Committee
- (iv) prepare annual accounts and balance sheet and submit them for independent examination after the end of the financial year (June 30th).

14.4 Banking

- (i) Standard banking: Cheques drawn on behalf of the Society shall be signed by such persons as the Committee may from time to time direct. There shall be not less than two signatories to any cheque drawn or order for withdrawal made on any bank or other deposit held in the name of the Society.
- (ii) Online Banking: The Treasurer shall have the option to use online banking. Where two-person authorisation is unavailable, all online banking transactions will be examined at least quarterly by a Committee member or members as the Committee may from time to time direct.

14.5 The Secretary and Treasurer will produce or give up all books, documents and property of the Society in their possession whenever required to do so by a resolution of the Committee or of a General Meeting.

Indemnity of Committee Members

15.1 All Office-bearers and Ordinary Members of the committee shall be entitled to claim from the Society any costs, losses and expenses which may have been reasonably incurred in discharge of their duties, including travelling expenses.

15.2 No Office-bearer or Ordinary Member of the committee shall be liable for any loss happening to the Society through the execution of their duties, unless the loss be the consequence of their own negligence or dishonesty.

Independent Examiner

16 The Independent Examiner appointed at the Annual General Meeting shall be entitled to appropriate remuneration.

Dissolution

17.1 The Society may be dissolved by the consent of three-fourths of the Members present to a Resolution for dissolution put to the vote at an Annual or a Special General Meeting.

17.2 In the event of the dissolution of the Society, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Society, but shall be given or transferred to a recognised charitable organisation(s) having objects similar to those of the Society.